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EMPIRE CORPORATE KIT

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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: SECOND LOOK, INC.

AUDIT NUMBER.....H97000000252

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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PAGES..... 6

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TALLAHASSEE, FLORIDA

1/13/97
17

Susan



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 7, 1997

EMPIRE CORPORATE KIT COMPANY.

MIAMI, FL

SUBJECT: SECOND LOOK, INC.
REF: W97000000337

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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If you have any questions concerning the filing of your document, please call (904) 487-6678.

Terri Buckley
Corporate Specialist

FAX Aud. #: H97000000252
Letter Number: 897A00000700

ARTICLES OF INCORPORATION
of
TAKE A SECOND LOOK, INC.

49700000252
FILED
JAN 13 PM 4:00
TALLAHASSEE, FLORIDA

The undersigned, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is TAKE A SECOND LOOK, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ELKINS & FREEDMAN
2101 West Commercial Blvd.
Suite 5400
Fort Lauderdale, Florida 33309
(954) 733-1330 (561) 738-5988
Attorney: SETEFANIE F. BELLE, ESQUIRE
Florida Bar No.: 896047

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ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT

The street address and mailing address of the initial principal office of this corporation is 311-1/2 South Spring Garden Avenue, Deland, Florida 32720 and the name of the initial registered agent of this corporation is KATHY WHITAKER CONNER, whose address is 311-1/2 South Spring Garden Avenue, Deland, Florida 32720.

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ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is KATHY WHITAKER CONNER, 311-1/2 South Spring Garden Avenue, Deland, Florida 32720.

ARTICLE IX - INCORPORATORS

The name and address of the person signing these articles is: KATHY WHITAKER CONNER
311-1/2 South Spring Garden Avenue
Deland, Florida 32720

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors or this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other

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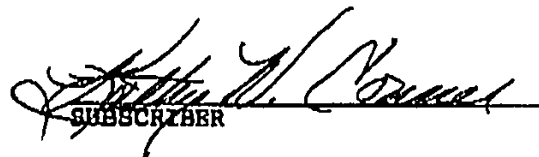
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corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of January,
~~1996~~
1997.


SUBSCRIBER

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First- TAKE A SECOND LOOK, INC. desiring to organize under the
laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation, at City of Deland,
County of Volusia, State of Florida, has named KATHY WHITAKER
CONNER located at 311-1/2 Soth Spring Garden Avenue

City of Deland, County of Volusia, State of Florida, as its agent
to accept service of process with the state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
corporation, at place designated in this certificate, I hereby
accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By:

Kathy N. Conner
KATHY WHITAKER CONNER
(Resident Agent)

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