

P97000005014

JILL AND JOE MESSINA
5042 N.W. 45th Avenue
Coconut Creek, FL 33073
(954) 360-7456

January 7, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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Re: New Corporation - JillyBean Creations, Inc.

Dear Sir or Madam:

Enclosed along with this correspondence please find two fully executed and acknowledged sets of Articles of Incorporation for JillyBean Creations, Inc. I have also enclosed a check in the amount of \$122.50, payable to the Florida Secretary of State, representing the filing fee, registered agent designation, and for one certified copy. Please file the Articles of Incorporation, return the certified copy and Certificate of Incorporation to my office. I would also appreciate a Certificate of Standing for this corporation, if one can be issued for a new corporation.

Thanks for your assistance in regards to this matter.

Sincerely,

Jill Messina

Jill Messina

Enclosures

FILED
97 JAN 13 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/17/97
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ARTICLES OF INCORPORATION
OF

JillyBean Creations, Inc.

ARTICLE 1 - NAME

The name of this corporation is JillyBean Creations, Inc.

ARTICLE 2 - DURATION

This corporation shall have perpetual existence.

ARTICLE 3 - PURPOSE

This corporation is organized for and shall be authorized to transact any and all legal business of any nature.

ARTICLE 4 - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated "Common Voting Stock".

ARTICLE 5 - PREEMPTIVE RIGHTS

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 6 - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5042 N.W. 45TH Avenue, Coconut Creek, Florida 33073, and the name of the initial registered agent is Jill Messina.

ARTICLE 7 - CORPORATION'S PRINCIPAL ADDRESS

The Corporation's principal office and mailing address is 5042 N.W. 45th Avenue, Coconut Creek, FL 33073.

ARTICLE 8 - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is Jill Messina of 5042 N.W. 45th Avenue, Coconut Creek, Florida 33073.

ARTICLE 9 - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE 10 - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is Jill Messina, 5042 N.W. 45th Avenue, Coconut Creek, Florida 33073.

ARTICLE 11 - INDEMNIFICATION

The corporation shall indemnify an officer or director or a former officer or director to the fullest extent permitted by law.

ARTICLE 12 - POWERS

This corporation shall have all the powers enumerated in the Florida General Corporation Act.

ARTICLE 13 - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

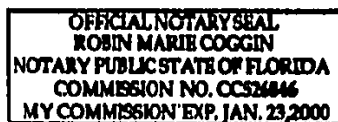
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7 day of January, 1997.

Jill Messina
JILL MESSINA, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me by JILL MESSINA, President of JillyBean Creations, Inc., a Florida corporation, on behalf of the corporation, who is personally known by me or who has produced _____ as identification, and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the county and state aforesaid this 7 day of January, 1997.



Robin Marie Coggin
Notary Public
Commission No:
Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

OF

JILL MESSINA

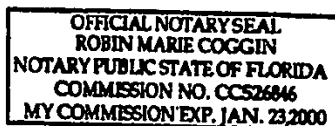
Having been named to accept service of process for the above stated corporation at the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

By: Jill Messina
JILL MESSINA

SWORN TO AND SUBSCRIBED before me this 7TH day of January, 1997.

Robin Marie Coggin
Notary Public
My commission expires:

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