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LAW OFFICES

CUNNINGHAM, ALBRITTON, MILLER, WISEHEART & HEFFERNAN

A PROFESSIONAL ASSOCIATION

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(305) 743-8427
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RALPH E. CUNNINGHAM, JR., RETIRED
LAWRENCE E. ALBRITTON
ROBERT K. MILLER

MARSHALL G. WISEHEART
WILLIAM J. HEFFERNAN, JR.

January 30, 1997

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: New Filings

RE: PAULA ANN, INC.
Our File No. 97-M-9

500002075975--4
-02/03/97--01051--009
****122.50 ****122.50

Dear Corporation Specialist:

Enclosed please find the original and one copy of the Articles of Incorporation for filing with the State of Florida, in regards to the above referenced new corporation.

Also enclosed is our check payable to the Secretary of State in the amount of \$122.50 for the filing fee.

Thank you for your assistance in this matter.

Sincerely,



Ann Morgan
Secretary to
Robert K. Miller

/am
Enclosures

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97 FEB -3 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2/6/97
TB

ARTICLES OF INCORPORATION
of
PAULA ANN, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME.

The name of this corporation is PAULA ANN, INC.

ARTICLE II - PURPOSE.

The corporation is organized for the purposes of conducting any and all lawful business enterprises permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK.

This corporation is authorized to issue one hundred (100) shares of stock having no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of this corporation is:

2975 Overseas Highway,
Marathon, FL 33050

and the name of the initial registered agent of this corporation at that address is:

ROBERT K. MILLER, ESQ.

ARTICLE V - BOARD OF DIRECTORS.

This corporation shall have one director initially. The number of directors may be

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Increased from time to time by the bylaws. The name and address of the Initial director is:

Bryan K. Riffe
329 Avocado Avenue
Marathon, FL 33050

ARTICLE VI - INCORPORATORS.

The name and address of the person signing these Articles is:

Bryan K. Riffe
329 Avocado Avenue
Marathon, FL 33050

ARTICLE VII - CORPORATE OFFICE.

The corporate office of the corporation shall initially be located at 329 Avocado Avenue, Marathon, Monroe County, Florida 33050.

ARTICLE VIII - INDEMNIFICATION.

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX - AMENDMENT.

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendments hereto.

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


BRYAN K. RIFFE
Incorporator/ Director

STATE OF FLORIDA)
) SS:
COUNTY OF MONROE)

ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me this 27th day of January, 1997, by BRYAN K. RIFFE, who is personally known to me.

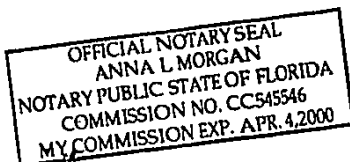
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 27th day of January, 1997.



NOTARY PUBLIC, State of Florida

My commission expires:

Anna L. Morgan



CERTIFICATE

Designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served, in compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: PAULA ANN, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 329 Avocado Avenue, Marathon, Florida has named ROBERT K. MILLER, ESQ., 2975 Overseas Highway, Marathon, Florida 33050 as its agent to accept service of process with Florida.



BRYAN K. RIFFE
Incorporator/Director

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.


ROBERT K. MILLER
Registered Agent

Dated: January 28, 1997.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA