

P 97 0000 19596

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

**EFFECTIVE DATE**

2-28-97

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

1297-4578

RE: Elegance, Inc.

Capital Express™	C.C. FEE	DISBURSED
<input checked="" type="checkbox"/> Art. of Inc. File		
Corpor. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		

**SUBTOTALS**

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 10% per Annum.

THANK YOU  
from  
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY MAP \_\_\_\_\_

WALK-IN 2/25 1200  
Will Pick Up



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 25, 1997

CAPITAL CONNECTION  
P.O. BOX 10349  
TALLAHASSEE, FL 32302

SUBJECT: ELEGANCE, INC.  
Ref. Number: W97000004518

FILED  
MAR 3 8 AM '97  
TALLAHASSEE, FLORIDA  
(CO)

We have received your document for ELEGANCE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 797A00009919

FILED  
MAR 3 8 AM '97  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**  
2-28-97 ARTICLES OF INCORPORATION  
OF

SophistiCat's, Inc.

I, the undersigned, hereby organize for the purposes of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of Corporations for profit.

ARTICLE I - NAME

The name of the Corporation shall be:

SophistiCat's Inc.

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which should be designated "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

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

3804 -A NORTH A STREET, TAMPA FL 33609

FILED  
97 MAR -3 AM 9:32  
TALLAHASSEE, FLORIDA

The name of the initial registered agent of this Corporation at that address is:

RONALD J. SASS

ARTICLE VII

This Corporation shall have one (2) directors initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than one.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors are as follows:

CINDY S. SIMPSON 5118 B. Temple Heights Tampa, FL 33617

RONALD J. SASS 5118 B. Temple Heights Tampa, FL 33617

ARTICLE XI - INCORPORATORS

The names and addresses of the initial subscribers signing these Articles are as follows:

CINDY S. SIMPSON 5118 B. Temple Heights Tampa, FL 33617

RONALD J. SASS 5118 B. Temple Heights Tampa, FL 33617

ARTICLE X - BYLAWS

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

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following persons in the amounts set opposite their names:

CINDY S. SIMPSON 50 SHARES

RONALD J. SASS 50 SHARES

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE XII - ADOPTION OF BYLAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the Corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.

ARTICLE XIII - 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 shareholder is subject to this reservation.

ARTICLE XIV - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provision and conditions of Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF I have hereunto subscribed my name and affixed my seal to these Articles of Incorporation, on this 28th day of February, 1997.

  
CINDY S. SIMPSON

STATE OF FLORIDA

COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared CINDY S. SIMPSON, who, being first duly sworn, deposes and says that he is the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purpose therein expressed.

WITNESS my hand and official seal in the above named Court and State this 28<sup>th</sup> day of February, 1997.

Rosemary Warren  
NOTARY PUBLIC ROSEMARY WARREN



ROSEMARY WARREN  
My Commission CC414999  
Expires Oct. 20, 1998  
Bonded by HAI  
800-422-1555

My Commission Expires:

Oct 20, 1998

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted.

SophistiCats, INC.

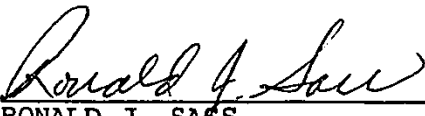
desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 3804-A, North A Street, Tampa, Florida 33609 list

RONALD J. SASS

at that address, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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 agree to comply with the provision of said Act relative to keeping open said office.

  
RONALD J. SASS

FILED  
97 MAR -3 AM 9:22  
TALLAHASSEE, FLORIDA