

P9700021351

Law Office
of

G.W.S. SIMPSON III, P.A.

431 Canal Street, Suite A, New Smyrna Beach, Florida 32168

(904) 427-2360

February 28, 1997

Department of State
Division of Corporations
PO Box 6327
(for Overnight Delivery:
409 East Gaines Street)
Tallahassee, Fl. 32301

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-03/03/97--01102--004
****122.50 ****122.50

Re: Filing of Articles of Incorporation for: **CELLO FASHION CORP.**

Dear Sir:

Enclosed please find for filing the below listed documents along with the fees associated therewith:

CORPORATE FILING FEES:	\$	35.00
RESIDENT AGENT DESIGNATION FEE:		35.00
CERTIFIED COPY		52.50
TOTAL FEES:	\$	122.50 U.S.

Please file the enclosed articles and resident agent designation, and return to me a certified copy after filing of the articles, along with your letter assigning the document number. Enclosed is a copy of the Articles and a copy of the Designation of Registered Agent for returning to me marked filed.

Please call immediately if there is any problem with this request.

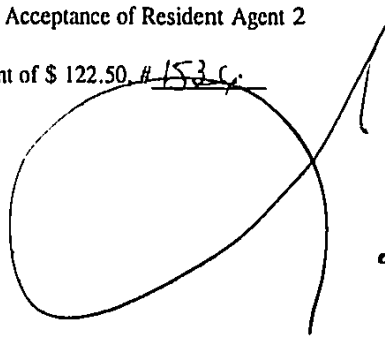
Very truly yours,

G. W. S. Simpson III

enclosures:

- ☒ Articles of Incorporation for **CELLO FASHION CORP.**
- ☒ Notarized articles
- ☒ Copy of Articles and Designation of Resident Agent
- ☒ Designation and Acceptance of Resident Agent 2
- ☒ Check in Amount of \$ 122.50, # 1536

FILED
97 MAR -3 PM 9:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA


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ARTICLES OF INCORPORATION
of
CELLO FASHION CORP.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is:

CELLO FASHION CORP.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of No Par Value voting common stock which shall be designated "Voting Common Stock".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash or equivalent of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof even if it requires the issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT

The street address of the initial registered agent's office of this corporation is **1007 BEULAH DRIVE, EDGEWATER, FL 32132**, County of Volusia, and the name of the initial registered agent of this corporation is **MYRNA R. ACHENBACH**.

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time as set forth in the By-laws. The name and address of the initial member of the Board of Directors is
MARCEL LENGGENHAGER, 1007 BEULAH DRIVE, EDGEWATER, FL 32132,

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is
MYRNA R. ACHENBACH, 1007 BEULAH DRIVE, EDGEWATER, FL 32132.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent allowed by law.

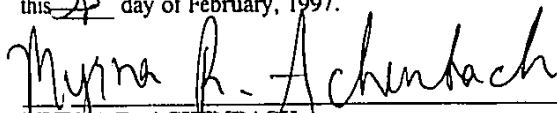
ARTICLE X - PRINCIPAL OFFICE

The principal office of this corporation is at **1007 BEULAH DRIVE, EDGEWATER, FL 32132.**

ARTICLE XI - AMENDMENT

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

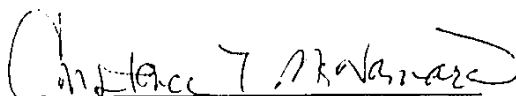
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28 day of February, 1997.



MYRNA R. ACHENBACH

STATE OF FLORIDA, COUNTY OF VOLUSIA: BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared MYRNA R. ACHENBACH, who acknowledged before me that she executed those Articles of Incorporation, and produced a Florida drivers license as identification and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this, 28th day of February, 1997.



Constance T. McNamara



CONSTANCE T. MCNAMARA
MY COMMISSION # 00206522 EXPIRES
May 30, 1997
BONDED THROUGH TROY FAIR INSURANCE INC

(seal)

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

In pursuance of Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted, in compliance with said act:

FIRST -CELLO FASHION CORP., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation as **1007 BEULAH DRIVE, EDGEWATER, FL 32132, COUNTY OF VOLUSIA**, has named MYRNA R. ACHENBACH to act as its agent to accept service of process within this state of Florida.

Dated this 28 day of February, 1997.

By: _____

MARCEL LENGGENHAGER
Director of CELLO FASHION CORP.

ACCEPTANCE

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

Florida Statutes provides:

48.091 Corporations; designation of registered agent and registered office.—

(1) Every Florida corporation and every foreign corporation now qualified or hereafter qualifying to transact business in this state shall designate a registered agent and registered office in accordance with chapter 607.

(2) Every corporation shall keep the registered office open from 10 a.m. to 12 noon each day except Saturdays, Sundays, and legal holidays, and shall keep one or more registered agents on whom process may be served at the office during these hours. The corporation shall keep a sign posted in the office in some conspicuous place designating the name of the corporation and the name of its registered agent on whom process may be served.

Dated this 28 day of February, 1997.

By: _____

MYRNA R. ACHENBACH
Registered Agent, 1007 BEULAH DRIVE, EDGEWATER, FL 32132

97 MAR 3 PM 9:23
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA