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2 April 1997

Ageless Placements, Inc. 8130 66th Street North Suite 4 Pinellas Park, FL 33781 97 APR -7 PM 1: 02
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TO: Florida Department of State, division of Corporations.

Attached are two copies of the Articles of Incorporation for The Cotton Blossom, Inc. along with a check for \$122.50 covering the various fees. If there are any questions, please call Paula Kay at (813)547-4337.

Respectfully,

Paula Kay

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ARTICLES OF INCORPORATION OF The Cotton Blossom, Inc.

ARTICLE I NAME

The name of the corporation shall be: The Cotton Blossom, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 8130 66th Street North, Suite 4, Pinellas Park FL 33781

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stock having no par value.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Paula Kay, 1139 42nd Avenue North, St. Petersburg, FL 33703.

ARTICLE V TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI SPECIAL PROVISION

It is the intent of the incorporation of the corporation that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE VII INCORPORATOR

The name and street address of the incorporator of these articles of incorporation is Paula Kay, 1139 42nd Avenue North, St. Petersburg, FL 33703

The undersigned has executed these Articles of Incorporation this and day of april 1997.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT THE COTTON BLOSSOM, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF St. Petersburg, Florida, HAS NAMED Paula Kay, LOCATED AT 1139 42nd Avenue North, CITY OF St. Petersburg. FL 33703 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Paulakoy
TITLE President DATE 04-02-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

registered agent

DATE 04-02-97