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K WILKINS 209 GARFIELD DR AD+ B SARASCTA, FL 34236

900002142069--1 -04/14/97--01075--005 ****122.50 ****122.50 Office Use Only

	CORPORATION	NAME(S) & DOCUMENT NUMBER(S), (if known):	
	I	rat A Doll! INC. pration Name) (Document #)	
	2. <u>(Con</u>	oration Name) (Document #)	
	3(Corp	oration Name) (Document #)	
	4(Con	oration Name) (Document #)	
		Pick up time Certified Copy	
273.45	Mail out NEW FILINGS	Will wait Photocopy Certificate of Status =	
X	Profit	Amendment	
	NonProfit	Resignation of R.A., Officer/ Director Character Special and Associated Special Control of Special Control	
	Limited Liability	Change of Registered Agent Discolution (Withdrawa)	
L.	Domestication	Dissolution/Withdrawal	
	Other	Merger	
3	OTHER FILINGS	REGISTRATION/ QUALIFICATION Foreign	
	Annual Report	QUALIFICATION	
	Fictitious Name	Foreign	
	Name Reservation	Limited Partnership	
		Reinstatement	
		Trademark	
		Other	

Examiner's Initials Ome 4/15/97



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

April 15, 1997

K. WILKINS 209 GARFIELD DRIVE **APT B** SARASOTA, FL 34236

SUBJECT: WHAT A DOLL! INC. Ref. Number: W97000008705

We have received your document for WHAT A DOLLI 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):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

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 filling of your document, please call (904) 487-6923. ¹

Doris McDuffie Corporate Specialist Supervisor

Letter Number: 397A00018949

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CERTIFICATE OF INCORPORATION OF

What A Doll! Inc.

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

1. IDENTIFICATION

The name of the corporation, hereinafter referred to as the "Corporation" is What A Doll! Inc.

EFFECTIVE DATE
U. 7-97

2. PERIOD OF EXISTENCE

The period during which the corporation shall continue is perpetual.

3. REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 209 Garfield Dr., Suite B, Sarasota, FL 34236 and the name and address of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is Kimberly Wilkins, What A Doll! Inc. 209 Garfield Dr., Suite B, Sarasota, FL 34236. Both addresses are the same.

4. PURPOSE

The purpose of the corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of Florida.

5. SHARES

The total authorized capital stock of the corporation is 10,000 shares having a Par Value of \$.001. All or any part of said shares may be issued by the corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by Law.

6. INCORPORATOR'S ADDRESS

The name and post office address of the incorporator of the Corporation is as follows:

Kimberly Norene Wilkins 209 Garfield Dr., Suite B Sarasota, FL 34236

7. DIRECTORS

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation and the names and mailing addresses of persons who are to serve as directors until the first meeting of stockholders or until their successors are elected and qualify are as follows:

Kimberly N. Wilkins, 209 Garfield Dr., Suite B, Sarasota, FL 34236

Timothy A. Wilkins, 209 Garfield Dr., Suite B, Sarasota FL 34236

8. INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The effective date of this Certificate of Incorporation shall be April 7, 1997.

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed as of April 7, 1997.

Kimberly Noveme Wilkins

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Kimberly Norene Wilkins

What A Doll! Inc.