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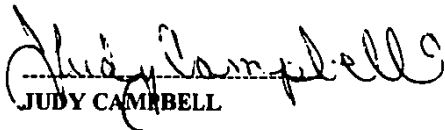
FLORIDA DEPARTMENT OF STATE  
DIVISIONS OF CORPORATIONS  
PO BOX 327  
TALLAHASSEE, FLORIDA 32314

PLEASE FIND ATTACHED APPLICATION FOR INCORPORATION OF :

TILLIE'S PLACE, INC.

ATTACHED IS A CHECK IN THE AMOUNT OF \$160.00 FOR THE STATE OF FLORIDA FILING FEE.

SINCERELY,

  
JUDY CAMPBELL

400000153904--0  
-04-24/97--01003--009  
\*\*\*\*1 0.00 \*\*\*\*160.00

APR 25 1 BSB

APR 25 1 BSB

37.50 overage  
FILED  
97 APR 24 AM 9:20  
STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
TILLIE'S PLACE, INC.

FILED  
97 APR 24 AM 9:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, NATURAL PERSON COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I - CORPORATE NAME

THE NAME OF THE CORPORATION IS: **TILLIE'S PLACE, INC.**

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED ACCORDING TO FLORIDA LAW.

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITIES AS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE ONE HUNDRED SHARES (100) OF ONE DOLLAR (1.00) PAR VALUE, COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

THE INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE AND THE MAILING ADDRESS OF THE CORPORATION IS:

NAME: **JUDY CAMPBELL**  
ADDRESS: **5325 INGRAHAM ST.**  
STATE: **TAMPA, FLORIDA 33616**

ARTICLE VI - BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY EITHER BE INCREASED OR DECREASED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND ADDRESS OF THE INITIAL DIRECTOR OF THE CORPORATION IS AS FOLLOWS:

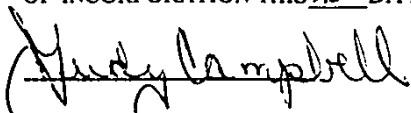
NAME: **JUDY CAMPBELL**  
ADDRESS: **5325 INGRAHAM ST**  
STATE: **TAMPA, FLORIDA 33611**

ARTICLE VII - INCORPORATORS

THE NAME AND ADDRESS OF THE INCORPORATOR SIGNING THESE ARTICLES OF INCORPORATION IS AS FOLLOWS:

NAME: JUDY CAMPBELL  
ADDRESS: 5325 INGRAHAM ST.  
STATE: TAMPA, FLORIDA 33611

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 20 DAY OF Feb 199 7.

  
JUDY CAMPBELL

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE OF FLORIDA AND THE COUNTY OF HILLSBOROUGH SET FORTH ABOVE, PERSONALLY APPEARED BEFORE ME, JUDY CAMPBELL, KNOWN TO ME AND KNOWN TO BE THE PERSON WHO EXECUTED BEFORE ME, THAT SHE EXECUTED THESE ARTICLES OF INCORPORATION.

  
JUDY CAMPBELL

FLDL# C 514-428-47-522  
FORM OF IDENTIFICATION

WITNESS MY HAND AND OFFICAL SEAL IN THE COUNTY AND STATE LAST AFORESAID THIS 20<sup>th</sup> DAY OF Feb, 199 7.

  
NOTARY SIGNATURE  
GLORIA ANN HOFFA  
SEAL



"OFFICIAL NOTARY SEAL"  
GLORIA ANN HOFFA  
MY COMM. EXP. 6/30/98

CERTIFICATE AND ACKNOWLEDGMENT OF REGISTERED AGENT

FILED

CERTIFICATE OF REGISTERED AGENT OF

97 APR 24 AM 9:21

TILLIE'S PLACE, INC.

STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO FLORIDA STATUTES SECTION 48.091 AND 607.0501, THE FOLLOWING IS  
SUBMITTED.

THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF  
FLORIDA WITH ITS REGISTERED OFFICE, AS INDICATED IN THE ARTICLES OF  
INCORPORATION AT 5325 INGRAHAM ST., TAMPA, FLORIDA, 33616, HAS NAMED, JUDY  
CAMPBELL, LOCATED AT THE AFORESAID ADDRESS, AS ITS REGISTERED AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

#### ACKNOWLEDGMENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, AND  
BEING FAMILIAR WITH THE OBLIGATIONS OF THAT POSITION, HEREBY ACCEPTS TO ACT  
IN THIS CAPACITY, AND AGREES TO COMPLY WITH THE PROVISIONS OF FLORIDA LAW IN  
KEEPING OPEN SAID OFFICE.

  
REGISTERED AGENT  
JUDY CAMPBELL