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BORDELON & TIDWELL
ATTORNEYS AT LAW

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April 24, 1997

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*Also admitted in La.

Florida Department of State
Division Of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: DOLLAR BOUTIQUE, INC.

Dear Sir or Ma'am:

Enclosed is an original and one copy of the Articles of Incorporation for the above company name. Please file the original with the Secretary of State's office and return to us the file stamped copy.

I am also enclosing a check made payable to the Florida Department of State in the amount of \$70.00 for the filing fee and registered agent designation.

Thank you for your assistance with this matter. Should you have any questions or require any additional information, please advise.

Sincerely,

Melissa Calvert

Melissa J. Calvert
Legal Assistant to
John S. Bordelon, Esq.

/mjc

Enclosures

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SECRETARIAT
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DOLLAR BOUTIQUE, INC.

ARTICLE I.
NAME

The name of the corporation shall be DOLLAR BOUTIQUE, INC.

ARTICLE II.
PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 8636 Navarre Parkway, Navarre, Florida 32566. The mailing address of the corporation is 8636 Navarre Parkway, Navarre, Florida 32566.

ARTICLE III.
DURATION

The duration of the corporation shall be perpetual.

ARTICLE IV.
PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V.
CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED (100) shares of No Par Value (\$0.00) common stock.

ARTICLE VI.
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the initial registered office of the corporation is 8086 3rd Street, Navarre, Fl 32566, and the initial registered agent at such address is Patricia Faye Sunnarborg.

ARTICLE VII.
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

ARTICLE VIII.
INCORPORATOR

The name and address of the incorporator is:

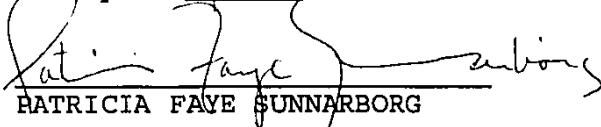
<u>NAME</u>	<u>ADDRESS</u>
Patricia Faye Sunnarborg	8086 3rd Street Navarre, Florida 32566

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TALLAHASSEE, FLORIDA
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ARTICLE IX.
BYLAWS

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

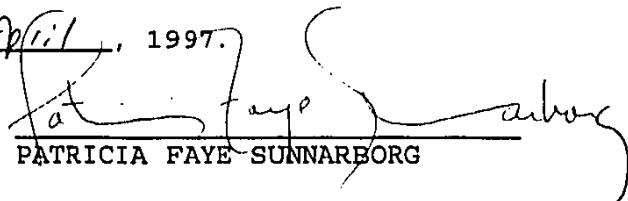
IN WITNESS WHERE, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, incorporator has executed these Articles of Incorporation this 23 th day of April, 1997.


PATRICIA FAYE SUNNARBORG

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept the service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of law relative to keeping open said office. I am familiar with and accept the obligations of my position as registered agent.

Dated this 23rd th day of April, 1997.


PATRICIA FAYE SUNNARBORG