

P970000 39770

LAW OFFICE
PEACOCK & GAFFNEY
PROFESSIONAL ASSOCIATION
2348 SUNSET POINT ROAD
CLEARWATER, FLORIDA 34625

RAY PEACOCK
PATRICK F. GAFFNEY +
PEGGY BURKE BEVILLE
* BOARD CERTIFIED
MARITAL & FAMILY LAWYER

April 28, 1997

FILED
97 MAY -1 PM 2:24
TALLAHASSEE, FLORIDA
(813) 796-7774
FAX (813) 796-6317

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL. 32301

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-05/01/97--01070--010
****122.50 ****122.50

Re: Two Ladies, Inc.

Gentlemen:

Enclosed herewith please find the Charter for the above-referenced corporation, which we request that you file in your office. Also enclosed is a copy of the same, which we request that you certify and return to us.

Our check in the amount of \$122.50 is enclosed to cover your charges as follows:

Filing Fee	\$35.00
Certified copy	52.50
Resident Agent	<u>35.00</u>
	\$122.50

If anything further is required, please do not hesitate to contact me.

Sincerely yours,


Ray Peacock

RP
jm
Enclosures

MAY 5 - 1997

ARTICLES OF INCORPORATION
OF
TWO LADIES, INC.

FILED
MAY - 1 PM 3:24
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Two Ladies, Inc. The address for the corporation is 251 Clearwater-Largo Road North, Largo, Florida 33770.

ARTICLE II - DURATION

This corporation shall exist for a perpetual period.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of Five Dollar (\$5.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 251 Clearwater-Largo Road North, Largo, Florida

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than two (2). The names and addresses of the initial director of this corporation are:

Elke A. Westhoff, 9222 140th Way North, Seminole, FL. 34646

Sally Webb, 14455 Starboard Lane, Largo, FL. 33774

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles are:

Elke A. Westhoff, 9222 140th Way North, Seminole, FL. 34646

Sally Webb, 14455 Starboard Lane, Largo, FL. 33774.

ARTICLE IX - BYLAWS

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

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Elke A. Westhoff - 50 shares

Sally Webb - 50 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

distributing such votes on the same principle among any number of such candidates.

ARTICLE XII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in (special) meetings of the Board of Directors by means of conference telephone as provided by law, but (regular) meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE XIV - INDEMNIFICATION

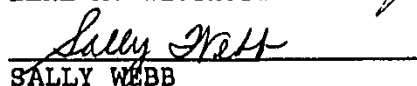
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions 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 subscribers have executed these Articles of Incorporation this 28th day of April, 1997.


ELKE A. WESTHOFF

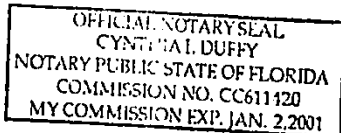

SALLY WEBB

"Subscribers"

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared ELKE A. WESTHOFF and SALLY WEBB who are personally known to me or produced FL DLW231301416010/WDD 783488340 as identification, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 28 day of APRIL, 1997.



Cynthia Duffy
Notary Public

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: TWO LADIES, INC.
2. The name and address of the registered agent and office is
ELKE A. WESTHOFF, 9222 140th Way North, Seminole, FL. 34646.

SIGNATURE: *Sally Webb*

SALLY WEBB
(corporate officer)

TITLE Vice President

DATE April 28/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

SIGNATURE *Elke A. Westhoff*

ELKE A. WESTHOFF

DATE April 28/97

FILED
97 MAY -1 PM
TALLAHASSEE