

*Paul C. Zempel*

*Attorney at Law*

*General Practice*

*Terrace Plaza, Suite J*

*1810 U.S. Alt. 19 South*

*P.O. Box 1637*

*Tarpon Springs, Florida 34688-1637*

*(813) 934-8306*

*097000048435*

VIA EXPRESS MAIL

PERSONAL & CONFIDENTIAL  
PLEASE RUSH

May 8, 1997

600002173876--4

-05/09/97--01126--006  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Corporate Records Bureau  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32301

Re: MORE & MORE, INC.

Gentlemen:

Enclosed are Articles of Incorporation in duplicate for the above named corporation, together with check in the amount of \$122.50 to cover the incorporating fees and a certified copy of the Articles.

We have been advised by your office that this name does not appear to be in use at this time.

It is **extremely** urgent that we have this corporation approved as soon as possible. I will appreciate if you will call my office collect and advise when it has been approved.

Please transmit the certified copy of the Articles to me

Thank you very much for your assistance.

Very truly yours,

*Paul C. Zempel*

PAUL C. ZEMPEL

PCZ:w.dk9/b

Enclosure

*731-2-11902*  
*W/97-11902*

D. BROWN JUN - 2 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 14, 1997

PAUL C. ZEMPEL, ESQ.  
POST OFFICE BOX 1637  
TARPON SPRINGS, FL 34688-1637

SUBJECT: MORE & MORE, INC.  
Ref. Number: W97000011202

We have received your document for MORE & MORE, 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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 filing of your document, please call (904) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 697A00025861

*Paul C. Zempel*

*Attorney at Law*

*General Practice*

*Terrace Plaza, Suite J*

*1810 U.S. Alt. 19 South*

*P.O. Box 1637*

*Tarpon Springs, Florida 34688-1637*

*(813) 934-8306*

VIA PRIORITY MAIL

PLEASE RUSH

May 29, 1997

Attn: Doris Brown  
Document Specialist  
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: MORE & MORE THINGS, INC.

Dear Ms. Brown:

In accordance with your letter of May 14, enclosed are Articles of Incorporation changing our proposed name to the above, which we were advised by telephone is probably available.

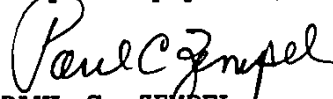
The \$122.50 filing fee was paid with my previous letter.

It will be appreciated if, in view of the delay we encountered on the name, this can be given expedited treatment.

Will you please call my office and give me the number of the corporation when approved, or if there is any problem with this name.

Thank you for your cooperation.

Very truly yours,

  
PAUL C. ZEMPEL

PCZ:wg

Enclosure

dk9c/hp22

ARTICLES OF INCORPORATION

of

MORE & MORE THINGS, INC.

The undersigned subscriber, being a natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be More & More Things, Inc.

ARTICLE II

Principal Office

The initial principal office of the corporation shall be located at 735 Dodecanese Boulevard - Units 21-22, Tarpon Springs, Florida 34689.

ARTICLE III

Shares

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of \$10 par value common stock, which shall be fully paid and non-assessable. All of such stock shall be payable in cash, property, labor or services, at a valuation to be fixed by the shareholders equal in dollars at least to the par value of the stock to be issued therefor.

#### ARTICLE IV

##### Registered Agent and Initial Registered Office

The address of the corporation's initial Registered Office is 735 Dodecanese Boulevard - Units 21-22, Tarpon Springs, Florida 34689, and the name of its registered agent is Maureen P. Davis. The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

#### ARTICLE V

##### Incorporator

The name and address of the incorporator are:

Maureen P. Davis  
7748 Glasgow Drive  
New Port Richey, FL 34653

#### ARTICLE VI

##### Purpose

The purpose of the corporation is to engage in the business of importing and exporting merchandise, and selling it at wholesale and retail, and in general, without limitation because of the foregoing, to engage in any and all lawful business for which corporations may be organized under the laws of the State of Florida.

#### ARTICLE VII

##### Shareholders' Agreements

Any two or more of the shareholders of the corporation may from time to time enter in to such agreements as

may seem expedient to them, concerning the voting of their stock, limiting the transferability of their stock, and making other provisions for the regulation of the business and conduct of the affairs of the corporation, and thereafter any transfer of said stock shall be made in accordance with said agreement, provided that written or printed notice of such agreement shall be endorsed upon the certificates of stock subject thereto.

#### ARTICLE VIII

##### Interests of Directors and Officers

In the absence of fraud, no contract or other transaction entered into by this corporation shall be invalidated or in any way affected because one or more of the directors or officers of the corporation are interested, directly or indirectly, in said contract or transaction, or as a director or officer of another corporation or firm which was a party to the contract or transaction; provided that such officer or director shall have fully disclosed to the Board of Directors such interest or position prior to the time the contract or transaction was approved or confirmed by the Board of Directors. Any director who has such interest or position may be counted in determining the existence of a quorum at the meeting considering the contract or transaction, and may vote thereon as he or she would otherwise have.

ARTICLE IX

Indemnification

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

ARTICLE X

Amendments

These Articles may be amended by unanimous action of the shareholders, subject to the provisions contained in any shareholders' agreement entered into under Article VII.

Executed by the incorporator this 7 day of May, 1997.

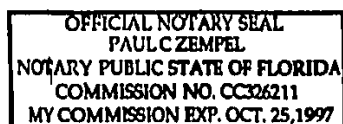
Maureen P. Davis  
Maureen P. Davis

STATE OF FLORIDA    )  
                              )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 7th day of May, 1997, by Maureen P. Davis, who is personally known to me.

Paul C. Zempel

Paul C. Zempel  
Notary Public



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the designation as registered agent of the foregoing Florida corporation, and I do certify that I am familiar with, and accept the obligations of such registered agent.

Maureen P. Davis  
Maureen P. Davis

FILED  
JUL 2 1975  
TALLAHASSEE, FLORIDA