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Edward D. Carlson +  
Paul Meissner +  
James R. Doolittle  
Nancy Hart +  
C. J. Carlso  
Kevin W. ...  
Charles S. Phillips  
Michael J. Faehner  
Michael T. Keough  
Scott R. Marshall

\* Board Certified  
Criminal Law  
Also Licensed in  
Colorado  
+ Certified Circuit  
Court Mediator

July 7, 1997

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Jennifer's on Douglas, Inc.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$131.25, payable to Department of State, is enclosed which represents the following fees: (607.0122)

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00
Certificate	8.75


Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

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-07/11/97-01040-004  
\*\*\*\*131.25 \*\*\*\*131.25

Very truly yours,

THE LAW OFFICES OF CARLSON & MEISSNER

  
Edward D. Carlson, Esquire

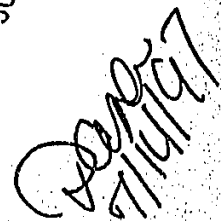
EDC/mab  
Enclosures

97 JUL 11 PM 2:06  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Respond To:

☒ 250 Belcher Road North • Suite 102  
Clearwater, Florida 33765  
813-443-1562  
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Http://www.carlson-meissner.com

☐ 7614 Massachusetts Avenue  
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**ARTICLES OF INCORPORATION**

**JENNIFER'S ON DOUGLAS, INC.**

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SECRETARIE, FLORIDA

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME:**

The name of the corporation is JENNIFER'S ON DOUGLAS, INC.

**ARTICLE II**

**PRINCIPAL OFFICE/MAILING ADDRESS:**

The principal office and mailing address for the corporation is 250 North Belcher Road, Suite 102, Clearwater, Florida 33765.

**ARTICLE III**

**SHARES:**

The number of shares the corporation is authorized to issue is 10,000 shares.

**ARTICLE IV**

**PREEMPTIVE RIGHTS:**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right should be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT:**

The name and street address of the initial registered agent and office of this corporation is:

Jennifer Johnson  
250 Belcher Road N. Suite 102  
Clearwater, Florida 34625

**ARTICLE VI**

**INCORPORATORS:**

The names and addresses of each Incorporator are:

Jennifer Johnson  
250 Belcher Road N. Suite 102  
Clearwater, Florida 34625

Edward D. Carlson  
250 Belcher Road N. Suite 102  
Clearwater, Florida 34625

**ARTICLE VII**

**INITIAL DIRECTORS:**

The initial directors of the corporation are:

Jennifer Johnson  
250 Belcher Road N. Suite 102  
Clearwater, Florida 34625

Edward D. Carlson  
250 Belcher Road N. Suite 102  
Clearwater, Florida 34625

## **ARTICLE VIII**

### **PURPOSE:**

The purpose of this corporation is to conduct all activities reasonably associated with the retail sale of gift items, and anything associated with the sale of gift items. Also to such other related business as from time to time is approved by the Shareholders or Board of Directors.

## **ARTICLE IX**

### **EFFECTIVE DATE:**

The effective date of these Articles of Incorporation is July 7, 1997.

## **ARTICLE X**

### **INDEMNIFICATION:**

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

## **ARTICLE XI**

### **AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS:**

The power to adopt, alter, amend or repeal the Articles of Incorporation or Bylaws of this corporation shall be vested in the Board of Directors by a vote of 51%.

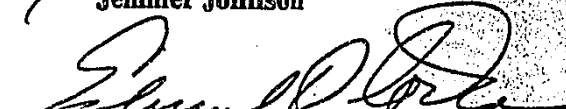
## **ARTICLE XII**

### **MANAGEMENT:**

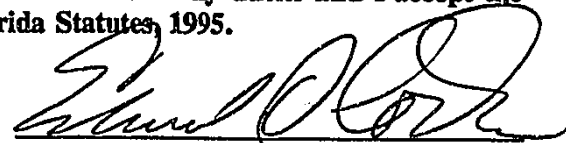
The day to day management and operation of the corporation, and all corporate powers shall be exercised by the Board of Directors or by such officers as they may from time to time delegate pursuant to the Bylaws.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 7 day of July, 1997.

  
Jennifer Johnson

  
Edward D. Carlson

Having been named as registered agent for the above stated corporation, 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, 1995.

  
Edward D. Carlson, Registered Agent

FILED  
97 JUL 11 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA