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& ASSOCIATES, INC.

POST OFFICE BOX 540336  
MERRITT ISLAND, FLORIDA

32954-0536

(407) 459-0375

FAX (407) 454-4507

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-08/04/97--01028--001  
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Secretary of State  
Division of Corporations  
P O Box 6327  
Tallahassee, FL 32314

July 27, 1997

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\*\*\*\*\*61.25 \*\*\*\*\*61.25

Dear Sir/Madam:

Re: Articles of Incorporation  
Sybarite Inc

Enclosed please find two (2) executed sets of Articles of Incorporation for:

**Sybarite Inc**

Also enclosed is a check in the amount of \$122.50 for filing fees and the cost of a recorded copy. Please record this document at your earliest convenience and return the recorded copy to this office.

If you have any questions, please contact me directly.

Very truly yours,

D.T.M. & ASSOCIATES, INC.

(Ms.) Sharon Trent, President

ST/cc

Enclosures as stated

FILED  
97 AUG -4 PM 2:13  
TALLAHASSEE, FLORIDA

97-8-5-97

ARTICLES OF INCORPORATION  
OF  
SYBARITE INC

FILED  
97 AUG -6 PM 2:13  
SECRET  
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, hereby desire to form a corporation, by and under the provisions of the statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME: The name of this corporation shall be:

**SYBARITE INC**

ARTICLE II

GENERAL NATURE OF BUSINESS: The general nature of the business and the objectives and purposes to be transacted and carried on are to do any and all things herein mentioned, as fully and to the same extent as a natural person might or could do, viz:

(a) To create, design, produce, market & sell various personal products and related items in stores and by mail order to the wholesale & retail markets.

(b) To take, acquire, buy, hold, own, maintain, work, plat, develop, sell, convey, lease, mortgage, exchange, improve, and otherwise deal in and dispose of real estate and real property, or any of the rights in and appurtenant thereto, improved or unimproved, of any kind or nature whatsoever.

(c) To act as agent for others, to manage properties of others, to collect and pay over rental and other payments to others, to manage the business affairs in connection with the properties and/or businesses of others.

(d) To subscribe for, take, acquire, hold, exchange or deal in shares, stocks, bonds, obligations or securities of any governmental authority, individuals, or corporations.

(e) To make and carry out contracts for itself and as managing agent for others of whatever kind and nature and to conduct all business pertinent thereto.

(f) Generally, to make and perform all contracts of any kind and description, and for the purpose of attaining any of the objectives of the corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do or exercise, and which are now or hereafter may be authorized by law, and generally, to do and perform all things necessary or incidental to the performing or carrying out of the powers herein specifically delegated or implied.

### ARTICLE III

CAPITAL STOCK: This corporation shall be authorized one thousand (1000) shares of capital stock, no par value, which said stock shall be voting, and which said stock shall be entitled to any and all dividend payments whatsoever which may be declared and paid by the corporation during its existence.

The foregoing capital stock shall be fully paid & nonassessable, and the consideration for all such stock shall be payable in cash, property, labor or services and the valuation of such property, labor or services shall be properly fixed by the Board of Directors at a meeting called by such Board of Directors.

### ARTICLE IV

LOCATION: The principal location of business of said corporation shall be 387 Hibiscus Ave., Merritt Island, FL 32953, with the privilege of having branch offices at any other place within and without the State of Florida.

### ARTICLE V

REGISTERED OFFICE: The registered office of the corporation shall be at 387 Hibiscus Avenue, Merritt Island, Florida, 32953.

ARTICLE VI

NUMBER OF DIRECTORS: The number of directors of this corporation shall be not less than one (1) nor more than nine (9).

ARTICLE VII

THE AMOUNT OF CAPITAL WITH WHICH TO BEGIN BUSINESS: The amount of capital with this corporation shall commence business is Five Hundred (\$500.00) Dollars.

ARTICLE VIII

EXISTENCE: The corporation shall have perpetual existence.

ARTICLE IX

BOARD OF DIRECTORS AND OFFICERS: The names and addresses of the first Board of Directors and officers of this corporation for the first year or until successors are chosen, shall be:

Jeannine C. Caldwell      2018 S. Oak Ave.      Sanford, FL 32771  
President/Director

Sharon A. Trent      3726 W. Malory Ct.      Cocoa, FL 32926  
Secretary/Treasurer/Director

ARTICLE X

NAMES, ADDRESSES, SUBSCRIPTION AND NUMBER OF SHARES: The name and post office address of each subscriber and the number of shares of stock which each agree to take are:

<u>NAME</u>	<u>SHARES</u>	<u>ADDRESS</u>
Jeannine C. Caldwell	50	2018 S. Oak Ave. Sanford, Fl 32771
Sharon A. Trent	50	3726 W. Malory Ct. Cocoa, FL 32926

ARTICLE XI

STOCKHOLDERS' AGREEMENTS: Stockholders of this corporation may enter into such stockholders and trustees' agreements as they may see fit, wherein and whereby such stockholders may limit their voting rights by virtue of such stockholders' and trustees' agreements, such provision not to be contrary to the laws of the State of Florida.

IN WITNESS WHEREOF, we have hereunto set our hands and seals to acknowledge the foregoing Articles of Incorporation, to be filed in the office of the Secretary of State, this 25th day of July, 1997.

In the presence of:

Cheryl K Couch  
Rebekah Houch

Jeannine C. Caldwell  
Incorporator  
Sharon A. Trent  
Incorporator

STATE OF FLORIDA     )  
                              )     SS:  
COUNTY OF BREVARD    )

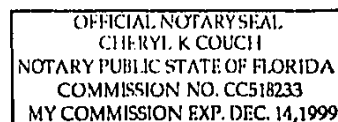
BEFORE ME, the undersigned authority, authorized to administer oath and take acknowledgements, personally appeared Jeannine C. Caldwell & Sharon A. Trent, to me well known and known by me to be the persons who executed the foregoing Articles of Incorporation (or who produced \_\_\_\_\_ identification), and they acknowledged before me that they signed the same for the purposes therein expressed.

WITNESS my hand and official seal at Merritt Island, Florida on this 25th day of July, 1997.

Cheryl K Couch  
Notary Public

CHERYL K COUCH  
Printed name of Notary

Commission # 12-14-99



CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED

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In pursuance of Chapter 48.019, Florida Statutes, the  
following is submitted, in compliance with said Act:

First--**SYBARITE INC** desiring to organize under the laws of  
the State of Florida with its principal office, as indicated in  
the Articles of Incorporation, in the unincorporated Merritt  
Island, County of Brevard, State of Florida, has named Sharon  
Trent, 387 Hibiscus Avenue, Merritt Island, Florida 32953 as its  
agent to accept service of process within the State.

ACKNOWLEDGE:

Having been named to accept service of process for the  
above-stated corporation, at place designated in this  
certificate, I hereby accept to act in this capacity, and agree  
to comply with the provision of said Act relative to keeping  
open said office.

By: Sharon Trent  
Sharon Trent  
(Registered Agent)

FILED  
97 AUG -4 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA