

P97000071263

CLASSIQUE DOLLS & COLLECTIBLES, INC
133 Forest Lake Drive
Altamonte Springs, FL 32714

August 11, 1997

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32314

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-08/15/97--01063--008
****122.50 ****122.50

Re: CLASSIQUE DOLLS & COLLECTIBLES, INC.

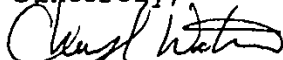
Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation in the above-captioned matter for filing with your division. Please return one certified copy of the Articles to me for my file.

Also enclosed is a check in the amount of \$122.50 for the incorporation costs:

Thank you for your cooperation in this matter.

Sincerely,


Cheryl Watson
President

Enclosures: 2 sets Articles of Incorporation
Check \$122.50

FILED
97 AUG 15 11:05
TALLAHASSEE
FLA


8/18/97

ARTICLES OF INCORPORATION
OF
CLASSIQUE DOLLS & COLLECTIBLES INC.

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97 AUG 15 AM 10:59
SECRET
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Article I - Name

The name of this corporation is CLASSIQUE DOLLS & COLLECTIBLES, INC.

Article II - Duration

This corporation shall exist perpetually commencing on August 15, 1997.

Article III - Purpose

This corporation is organized:

1. To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.

2. To engage in any activity or business permitted under the laws of the United States and of this State, as the same may be from time to time amended.

Article IV - Capital Stock

This corporation is authorized to issue 100 shares of \$1 DOLLAR (\$1.00) par value common stock, which shall be designated "Common Shares". No shareholder shall be entitled to preemptive rights.

Article V - Initial Registered Office and

Agent

The street address of the initial registered office of this corporation is 133 Forest Lake Drive, Altamonte Spring, FL 32714 and the name of the registered agent of this corporation at that address is CHERYL WATSON.

Article VI - Initial Board of Directors

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

Cheryl Watson
133 Forest Lake Drive
Altamonte Springs, FL 32714

Barbara Cooper
124 Rock Lake Road
Longwood, FL 32750

Article VII - Incorporator

The name and address of the person signing these Articles is Cheryl Watson; 133 Forest Lake Drive, Altamonte Springs, FL 32714.

Article VIII-By-laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

Article IX - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings

of the Board of Directors by means of conference telephone as provided by law.

Article X - Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

Article XI - Indemnification

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

Article XII - 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 as subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of August, 1997.


Cheryl Watson

STATE OF FLORIDA
COUNTY OF Seminole

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Cheryl Watson to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the state and county aforesaid, this 11 day of August, 1997.

Merrill R. Crouch
Notary Public - State of Florida
at Large.
Address: 2002 Sepulch Ave
Fort Lauderdale FL 32730

My commission expires:



MERRILL R. CROUCH
MY COMMISSION # CC456383 EXPIRES
April 27, 1999
BONDED TRULY TRUST INSURANCE, INC.

STATE OF FLORIDA

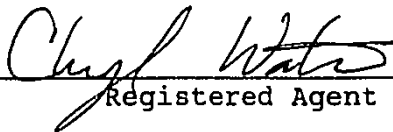
Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be served and Names and Addressees of the Officers and Directors.

The following is submitted, in compliance with
Chapter 48.091, Florida Statutes

a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 133 Forest Lake Drive, Altamonte Springs, FL 32714 County of Seminole, State of Florida, has named Cheryl Watson located at 133 Forest Lake Drive; City of Altamonte Springs, County of Seminole, State of Florida, as its agent to accept service of process within this state.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



Registered Agent

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TALLAHASSEE, FLORIDA