

October 27, 1997

Sandra Zabinsky  
4402 NW 29th Way  
Boca Raton, Florida

33434

(SW1) 241-7640

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-10/30/97--01020--019

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Greetings:

Enclosed please find Articles of

Incorporation for Theodora Handbags, Inc.  
and a check in the amount of \$70  
for Filing Fees.

Sincerely,

Sandra Zabinsky

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97 OCT 30 PM 12:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SOME PEOPLE DREAM OF SUCCESS...

WHILE OTHERS WAKE UP

AND WORK HARD AT IT.

10/30/97 um

**ARTICLES OF INCORPORATION  
OF  
THEODORA HANDBAGS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be THEODORA HANDBAGS, INC.

**ARTICLE II**

The principal place of business and mailing address of this corporation shall be 8212 Glades Road, Boca Raton, Florida 33434.

**ARTICLE III**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV**

The name and address of the initial registered agent is Stacey D. Mullins, 8212 Glades Road, Boca Raton, Florida 33434.

**ARTICLE V**

The name and address of the incorporator to these Articles of Incorporation is Sandra Zabinsky, 4402 N.W. 29th Way, Boca Raton, Florida 33434.

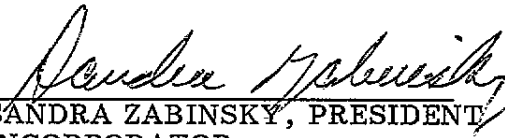
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TALLAHASSEE, FLORIDA

## ARTICLE VI

The name and address of each director of the corporation is:

Sandra Zabinsky, President/Director  
8212 Glades Road, Boca Raton, Florida 33434

The undersigned has executed these Articles of Incorporation this 21 day of October, 1997

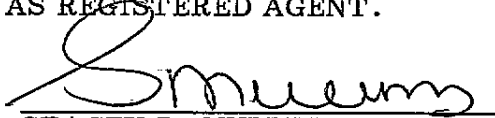
  
SANDRA ZABINSKY, PRESIDENT/  
INCORPORATOR

### CERTIFICATE OF DESIGNATION REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned 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 **THEODORA HANDBAGS, INC.**
2. The name and address of the registered agent and office is Stacey D. Mullins, Esquire, 8212 Glades Road, Boca Raton, Florida 33434.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED  
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED  
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT  
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

  
STACEY D. MULLINS

DATED: 10/21/97

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