

P97000101823
TRANSMITTAL LETTER

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

800002112378--3
-03/13/97--01038--006
*****78.75 *****78.75

SUBJECT: AN ENGLISH ROSE INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: SALLY ANNE ROSE
Name (Printed or typed)

1316 S.E. 95th Ave
Address

Deerfield Beach FL 33441
City, State & Zip

954 427 4716
Daytime Telephone number

FILED
97 DEC -3 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
3/19/97

Dmc
12/3/97

522

097-6378

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 19, 1997

SALLY ANNE ROSE
~~1216 CENTRAL ST~~ 1030 S.E. 14th Dr
~~DEERFIELD BEACH, FL 33441~~ Deerfield Beach FL 33441

SUBJECT: AN ENGLISH ROSE INC.
Ref. Number: W97000006378

We have received your document for AN ENGLISH ROSE INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 397A00013852

ARTICLES OF INCORPORATION
OF
AN ENGLISH ROSE CONSIGNMENT SHOPPE, INC.

FILED
91 DEC -3 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

AN ENGLISH ROSE CONSIGNMENT SHOPPE, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the State of Florida. The general nature of business to be transacted by this corporation is:

1. To buy, consign, and sell, at wholesale or retail, import and export, all kinds of clothing, accessories, and other kinds of household items.

2. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

3. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise deal in and with shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

4. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise and income.

5. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without this state.

6. To have and exercise all powers necessary or convenient to effect its purposes, which are allowed or permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of capital stock which the corporation has authority to issue is 2,500 shares, all of which shall be common stock with a par value of \$1.00 per share.

Shares of capital stock in this corporation shall be issued initially to the following person in the amount set opposite her name:

SALLY A. ROSE	1,000 shares
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ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$250.00.

ARTICLE V

The post office address of the principal office of this corporation shall be 835 S.E. 8th Street, Deerfield Beach, Florida 33441, or at such other place as may hereafter be designated by the Board of Directors. The post office address of the registered

office of this corporation shall be 1030 S.E. 14th Drive, Deerfield Beach, Florida 33441, or at such other place as may hereafter be designated by the Board of Directors. The registered agent of this corporation shall be Sally A. Rose, whose business address is and will be identical with the registered office of the corporation.

ARTICLE VI

This corporation shall have not less than one (1) director initially. The number of directors may increase or decrease from time to time by Bylaws adopted by the shareholders but shall never be less than one.

ARTICLE VII

The name and post office address of the subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
SALLY A. ROSE	1030 S.E. 14th Drive Deerfield Beach, Florida 33441

ARTICLE VIII

The name and post office address of the initial member of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
SALLY A. ROSE	1030 S.E. 14th Drive Deerfield Beach, Florida 33441

ARTICLE IX

CONTRACTUAL POWERS

In the absence of fraud, no contract or other transaction between this corporation and any other person, firm, association, corporation or partnership, shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in or is a director or officer of any other such firm, association, corporation or partnership, or is a party of pecuniarily or otherwise interested in such contract or other transaction, or is in any way connected with any person, firm, association, corporation or partnership pecuniarily or otherwise interested therein. Any director may vote and may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested or were not a director, member or officer of such firm, association, corporation or partnership.

ARTICLE X

PRE-EMPTIVE RIGHTS

Each shareholder of the corporation shall be entitled to full pre-emptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE XI

RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders listed hereinabove may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII

SPECIAL PROVISIO

Any action taken by the directors of this corporation, which is in their power, taken at a meeting of such directors, shall be valid for all intents and purposes whether or not a lawful notice of said meeting shall have been given to all directors as required by law or the Bylaws of this corporation, if at any time prior to, during or subsequent to such meeting, all directors shall execute a waiver of notice and call of such meeting in writing and providing a majority of the directors shall have approved the action taken at such meeting.

Any action by the shareholders of this corporation which is within their power, taken at a meeting of such shareholders, shall be valid for all intents and purposes whether or not a lawful notice shall have been given to all shareholders as required by law or the Bylaws of this corporation, if at any time prior to, during or subsequent to such meeting, all shareholders shall execute a waiver of notice and call of such meeting in writing, and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

Nothing in this Article shall be construed to allow any act by the Board of Directors to be approved by less than a majority of

the directors, or whenever a greater vote is required by law or by the Bylaws, by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of the shareholders, or whenever a greater vote is required by law or by the Bylaws, by that vote.

ARTICLE XIII

FURTHER POWERS

This corporation shall have the further right and power to, from time to time, determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than stock book) or any of them, shall be open to inspection of shareholders, and no shareholder shall have any right to inspect any account, book or document of this corporation, except as conferred by statute, unless authorized by resolution of the shareholders or by the Board of Directors.

The corporation may, in its Bylaws, confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both shareholders and directors shall have the power, if the Bylaws so provide, to hold their respective meetings and to have one or more offices within or without the State of Florida, and to keep the books of the corporation (subject to the provisions of statute) outside the State of Florida, at such places as may from time to time be designed by the Board of Directors.

The corporation reserves the right to amend, alter, change, or
repeal any provisions contained in these Articles of Incorporation,
in the manner now or hereafter prescribed by statute, and all
rights conferred upon shareholders herein are granted subject to
this reservation.

ARTICLE XIV

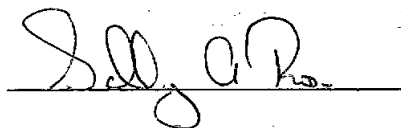
TERMS OF EXISTENCE

This corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at

DEERFIELD BEACH, Florida, this 1st day of December,

1997.

A handwritten signature in cursive script, appearing to read "Sally A. Rose", is written over a horizontal line.

SALLY A. ROSE

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned 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: AN ENGLISH ROSE

CONSIGNMENT SHOPPE, Inc.

2. The name and address of the registered agent and office is:

SALLY ANNE ROSE
(NAME)

1030 S.E. 14th DRIVE
(P.O. BOX NOT ACCEPTABLE)

DEERFIELD BEACH FL 33441
(CITY/STATE/ZIP)

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Sally Anne Rose

DATE

12/1/97

97 DEC -3 PM 12:35
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA