

P 97000103961

Requestor Name
 Century 21 Americas
 Address
 1896 Palm Beach Lake
 City/State/Zip
 West Palm Beach, FL 33409
 Phone #
 33409

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 Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 97 DEC -9 PM 12: 29
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials *[Handwritten Signature]*

**ARTICLES
OF
INCORPORATION**

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TALLAHASSEE, FLORIDA

ARTICLE ONE: NAME

The name of the Corporation shall be:
MARLENE'S CREATIONS, INC.

ARTICLE TWO: PURPOSE OF THE CORPORATION

The general purpose for which the Corporation is being incorporated is the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE THREE: CAPITAL STOCK

The aggregate number of shares, which the Corporation shall have the authority to issue, is one thousand (1,000) common shares with a par value of one dollar (\$1.00) each.

ARTICLE FOUR: PRINCIPAL OFFICE AND REGISTERED AGENT

The Principal office of the Corporation is located at 6 Lakeside Palms Court, Lake Worth, Florida 33460, County of Palm Beach and the name of the Registered Agent is Marlene S. Gaffney at 6 Lakeside Palms Court, in the City of Lake Worth, in the County of Palm Beach, State of Florida.

ARTICLE FIVE: BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is one.

ARTICLE SIX: NAME AND ADDRESS OF INITIAL DIRECTOR

The name and address of each person who is to serve as a member of the initial Board of Directors is Marlene S. Gaffney at 6 Lakeside Palms Court, Lake Worth, Florida 33460 in Palm Beach County, Florida.

ARTICLE SEVEN: NAME AND ADDRESS OF INCORPORATOR

The name and address of the Incorporator is Marlene S. Gaffney at 6 Lakeside Palms Court, Lake Worth, Florida 33460 in Palm Beach County.

ARTICLE EIGHT: SHARES TAKEN BY THE INCORPORATORS

The shares to be taken by the Incorporators are One Thousand Common shares each for a total of One Thousand Common Shares valued at One Dollar per share for a total of One Thousand Dollars (\$1,000.00).

ARTICLE NINE: PRE-EMPTIVE SHAREHOLDER RIGHTS

No common shares shall be issued by the Corporation unless those shares have first been offered to the existing common Shareholders, and these Shareholders have a pre-emptive right to acquire the offered shares in proportion to their existing holdings of common shares at such price and on such terms as the quorum of the Board of Directors shall in its sole discretion determine.

ARTICLE TEN: RESTRICTIONS ON THE TRANSFER OF SHARES

No shareholder shall sell, transfer, pledge, hypothecate, or otherwise dispose or encumber any shares held by him in the capital stock of the Corporation without both the written approval expressed by a Special Resolution of the holders of 51% of the common shares then outstanding and the consent of the Board of Directors expressed by a Resolution signed by the quorum of Directors.

ARTICLE ELEVEN: SPECIAL PROVISIONS

- (1) The quorum for the transactions of business by the Board of Directors shall be One director, one of which has been elected or appointed by the Shareholders owning or representing 51% or more of the then outstanding common shares of the Corporation. The act of the quorum of Directors shall be the act of the Board of Directors.
- (2) One or more persons each of whom is entitled to vote personally or by proxy and representing either in their own right or by proxy 51% or more of the then outstanding common shares of the Corporation shall constitute a quorum for any action requiring a vote by the Shareholders. The vote of the quorum shall be the vote of the Corporation.

ARTICLE TWELVE: SHAREHOLDER AGREEMENTS

No Shareholder Agreement shall restrict, abrogate, or abridge the rights of the Shareholders owning at least 51% of the outstanding common shares of the Corporation to vote their shares in the manner prescribed by the Act pursuant to Article Twelve of these Articles of Incorporation.

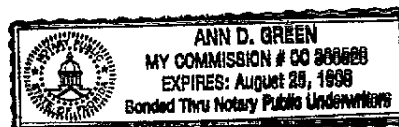
The officer of this corporation is Marlene S. Gaffney at 6 Lakeside Palms Court, Lake Worth, Florida 33460 in Palm Beach County, Florida.

IN WITNESS WHEREOF, the undersigned being the Incorporator of this Corporation, does hereby execute and file these Articles of Incorporation and certify the facts herein stated are true.


MARLENE S. GAFFNEY

Sworn before me this 3rd day of DECEMBER, 1997 in the City of West Palm Beach, the County of Palm Beach in the State of Florida.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE




ACKNOWLEDGEMENT AND ACCEPTANCE
OF
REGISTERED AGENT

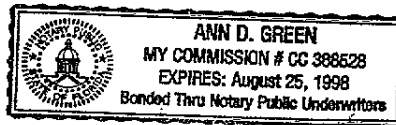
REGISTERED OFFICE:
MARLENE S. GAFFNEY, REGISTERED AGENT
6 LAKESIDE PALMS COURT
LAKE WORTH, FLORIDA 33460

I, the undersigned, Marlene S. Gaffney, do hereby acknowledge the acceptance as the Registered Agent for the above captioned Corporation.


MARLENE S. GAFFNEY

Sworn before me this 3rd day of December, 1997 in the City of West Palm Beach,
County of Palm Beach in the State of Florida.


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STATE OF FLORIDA AT LARGE



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