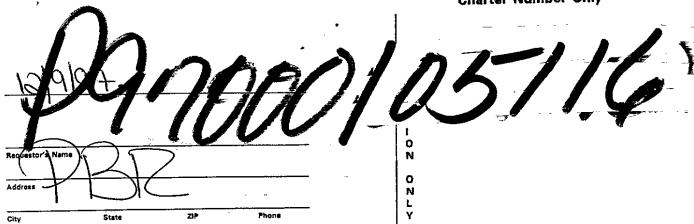
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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 10, 1997

EMPIRE

TALLAHASSEE, FL

SUBJECT: BARE NECESSITIES, INC.

Ref. Number: W97000027571

We have received your document for BARE NECESSITIES, INC.. However, the document has not been filed and is being returned for the following:

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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 897A00058171

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ARTICLES OF INCORPORATION

OF

BARE NECESSITIES OF WPB, INC.

WE, the undersigned, associate ourselves to become a Florida corporation

ARTICLE I:

The name of the corporation shall be:

BARE NECESSITIES OF WPB, INC.

and shall have perpetual existence.

ARTICLE II:

The general nature of the business to be transacted is miscellaneous and shall be any lawful business for the State of Florida and all acts properly incidental thereto.

ARTICLE III:

The maximum authorized capital stock of this corporation shall be One Thousand (1,000) shares of the common stock of One (\$1.00) dollar par value each, fully paid and non-assessable.

ARTICLE IV:

The amount of capital with which this corporation shall commence business shall not be less than \$500.00.

ARTICLE V:

The business of this corporation shall be conducted by a Board of Directors consisting of one or more persons.

The officers of this corporation shall be a President, Secretary and Treasurer, and such other officers as shall be appointed in accordance with the By-Laws of this Corporation.

<u>ARTICLE VI:</u>

The names and addresses of the members of the first Board of Directors who shall hold office from the organization of this corporation until their successors are elected and have qualified are:

NAME/OFFICE

ADDRESS

Meredith Rosenow Pres. / Resident Agent 1501 S. Flagler Dirve #3 West Palm Beach, FL 33401

Larry Abromavich Sec. / Tres.

1501 S. Flagler Drive #3 West Palm Beach, FL 33401

ARTICLE VII:

The principal office of said corporation shall be: 2154 Zip Code Place #5

West Palm Beach, FL 33409

ARTICLE VIII:

The names and street addresses of the subscribers to these Articles of Incorporation are:

NAME

ADDRESS

Meredith Rosenow

1501 S. Flagler Drive #3 West Palm Beach, FL 33401

Larry Abromavich

1501 S. Flagler Drive #3 West Palm Beach, FL 33401

ARTICLE IX:

The Board of Directors shall initially have the power to enact By-Laws, but upon By-Laws being enacted and adopted, no amendment to them shall thereafter be made, except by the stockholders.

ARTICLE X:

No amendment to these Articles of Incorporation can be made except upon the affirmative vote of holders of record of Fifty-One (51%) percent of the stock of the corporation.

ARTICLE XI:

In pursuance of Chapter 48.091, Florida Statutes, the following Designatio of Resident Agent is by this Article, submitted in compliance with said Act:

First, that we, desiring to organize under the laws of the State of Florida, with its principal office as indicated under Article VII of this certificate, at the City of West Palm Beach, County of Palm Beach, has named Meredith Rosenow, of Bare Necessities -, as its Resident Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation at the place designated in this Certificate of Articles of Incorporation, I, Meredith Rosenow, do hereby accept to act in this capacity, and do agree to comply with the provisions of said Act relative to keeping open, said office.

DATED: 12/4/97 mudith Rosenou

ARTICLE XII:

Each of the original Incorporators of this corporation shall have the right, after organization of same, to assign and deliver his subscription of stock herein to any other person or persons who may hereafter become subscribers to the capital stock of this corporation, who upon acceptance of such assignment shall stand in lieu of said original incorporator and assume and carry out all the rights, liabilities and duties entailed by said subscription subject to the laws of the State of Florida, and the execution of this power.

IN WITNESS WHEREOF, WE have set our names at West Palm Beach, Florida, this the day of ________, 199_7.

WITNESSED BY:

Wellsa Jeberg muedith Rosenow

STATE OF FLORIDA

SS:

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Meredith Rosenow and Larry Abromavich, to me well known to be the persons who executed the foregoing Articles of Incorporation of BARE NECESSITIEs of the warm acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal at West Palm Beach, Florida, this the $\frac{4}{2}$ day of $\frac{1}{2}$ day of $\frac{1}{2}$.

Melisa Steberg

Personally known
I.D. Provided

Type of I.D. Provided:

036015 7666

0015/1666 Indiana Dut MELISA D. SIEBERG
COMMISSION # CC 544742
EXPIRES APR 02, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

