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KATHY D. SHEIVE, P.A.

ATTORNEY AT LAW

919 W. EMMETT ST.
KISSIMMEE, FLORIDA 34741
TELEPHONE: (407) 944-4010
FAX NO.: (407) 944-4011

KATHY D. SHEIVE, ESQ.

November 5, 1997

Corporate Records Bureau
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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***122.50 ***122.50

RE: REBECCA'S OF KISSIMMEE, INC.
Filing of Articles of Incorporation

Gentlemen:

Enclosed please find the original and one copy, both of which have been executed, of the Articles of Incorporation of a Florida corporation for REBECCA'S OF FLORIDA, INC, for filing in your office. Also, enclosed is the original and one copy of the Certificate Designating Agent. We have enclosed our check number 1558 in the amount of \$122.50 to cover the filing fee, certified copy, Registered Agent and Designation of Registered Office.

Please return the duplicate copy to this office. Thank you for your assistance in this matter.

Very truly yours,

Kathy D. Sheive

Kathy D. Sheive, Esq.

FILED
97 DEC 16 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rebecca's of Kissimmee, Inc.

Lorraine GAVE
AUTHORIZATION BY PHONE TO
CORRECT *name*
DATE *12/16/97*
KDS/lh
Enclosures as stated
DOC. EXAM. *TM*

TM-12/16/97

CONF. # P97-87853
W97-25104
TM-11/14/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 14, 1997

KATHY D. SHEIVE, ESQ.
919 W EMMETT ST
KISSIMMEE, FL 34741

SUBJECT: REBECCA'S OF FLORIDA, INC.
Ref. Number: W97000025707

We have received your document for REBECCA'S OF FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(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 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.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6926.

Tracy Meyer
Document Specialist

Letter Number: 897A00054874

KATHY D. SHEIVE, P.A.

ATTORNEY AT LAW

919 W. EMMETT ST.
KISSIMMEE, FLORIDA 34741
TELEPHONE : (407) 944-4010
FAX NO.: (407) 944-4011

KATHY D. SHEIVE, ESQ.

December 12, 1997

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

RE: Becci's of Florida, Inc.
Articles of Incorporation

unavailable

Dear Representative:

Enclosed please find the original plus one copy of the Articles of Incorporation for "Becci's of Florida, Inc.". As stated in your correspondence to me dated November 14, 1997, a copy of which is attached, a new name has been selected. My check in the amount of \$122.50 to cover the filing costs was previously received as acknowledged.

I can be reached at the above referenced address and phone number during regular business hours of 8:30 a.m. to 5:00 p.m., Monday through Fridays should you have additional questions regarding this matter.

Very truly yours,



KATHY D. SHEIVE, ESQ.

KDS/lh

Enclosures: as stated.

ARTICLES OF INCORPORATION

OF

REBECCA'S OF KISSIMMEE, INC.

ARTICLE I
CORPORATE NAME

The name of this corporation is **REBECCA'S OF KISSIMMEE, INC.**

ARTICLE II
NATURE OF BUSINESS AND POWERS

The nature of the business to be transacted by this corporation is to engage in the retail sale of clothing and any and all business permitted under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of \$1.00.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Kathy D. Sheive, Esquire
919 West Emmett Street
Kissimmee, Florida 34741

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC 16 PM 4:30

FILED

ARTICLE VI
BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII
INITIAL DIRECTOR

The names of the initial director of this Corporation and her street address is:

Rebecca Sheive
650 South Bass Road
Kissimmee, Florida 34746

The person named as initial director shall hold office for the first year of existence of this Corporation or until her successor(s) are elected and have qualified, whichever occurs first.

ARTICLE VIII
INCORPORATOR

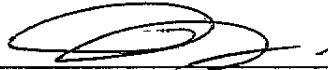
The name and street address of the person signing these Articles of Incorporation as the Incorporators is:

Rebecca Sheive
650 South Bass Road
Kissimmee, Florida 34746

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


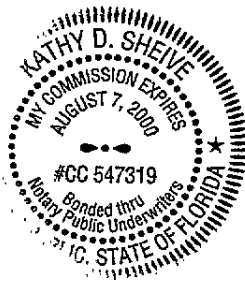
IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on this 12th day of December, 1997.



REBECCA SHEIVE

STATE OF FLORIDA :
COUNTY OF OSCEOLA:

BEFORE ME, the undersigned authority, personally appeared Rebecca Sheive, personally known to me and who, after having been by me duly sworn upon her oath, deposes and states that she is the person described herein as Incorporator and who acknowledged before me that she subscribed these Articles of Incorporation on this 12th day of December, 1997.



Notary Public, State of Florida

My commission expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 48.091 and 607.034 of the Florida Statutes, the following is submitted:

REBECCA'S OF KISSIMMEE, INC., INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, being 650 South Bass Road, Kissimmee, County of Osceola, State of Florida, has named KATHY D. SHEIVE, ESQUIRE, located at 919 West Emmett Street, City of Kissimmee, County of Osceola, State of Florida, as its agent to accept service of process within the State of Florida.

DATED this 12th day of December, 199 7.

REBECCA'S OF KISSIMMEE, INC.

BY: [Signature]
President

Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 12th day of December, 199 7.



[Signature]
KATHY D. SHEIVE, ESQUIRE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
9/16/97 16 PM 4:30
FILED