

P98000007438

January 17, 1998

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

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***122.50 ***122.50

To Whom It May Concern:

Please find enclosed two copies of Articles of Incorporation of LORAC DESIGNS, INC. for filing purposes.

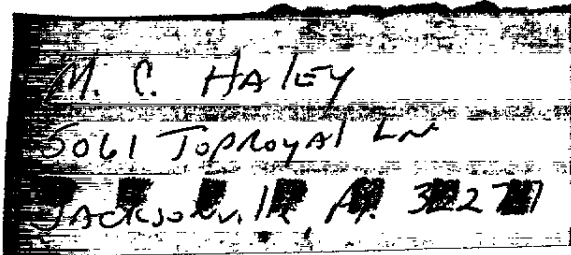
Also enclosed is a check in the amount of \$122.50 for the filing fee which I understand will include a certified copy of the Articles of Incorporation returned to me.

Your prompt attention is most appreciated.

Sincerely,

Marie C. Haley
Marie C. Haley

Enclosures



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DIVISION OF CORPORATIONS
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VISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
LORAC DESIGNS, INC.

The undersigned, acting as Incorporators of a Corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such Corporation:

FIRST

The name of the Corporation is: LORAC DESIGNS, INC.

SECOND

The period of duration of the Corporation is perpetual.

THIRD

The purpose or purposes for which the Corporation is organized are to engage in any activity of business permitted under the Laws of the United States of America and of this State.

FOURTH

The aggregate number of shares that the Corporation shall have the authority to issue is 100 shares of Capital Stock with a par value of \$1.00 per share.

Initial Issue: 100 shares of the Capital Stock of the Corporation shall be issued for cash, inventory, goods and merchandise at a par value of \$1.00 per share.

Stated Capital: The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Dividends: The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

No Classes of Stock: The shares of stock of the Corporation are not to be divided into classes.

No Shares in Series: The Corporation is not authorized to issue shares in series.

FIFTH

The initial street address in Florida of the initial principle office of the Corporation is 5061 Toproyal Lane, Jacksonville, Florida 32277, and the name of the initial Registered Agent is Marie C. Haley whose address is 5061 Toproyal Lane, Jacksonville, Florida 32277.

SIXTH

The initial Board of Directors shall consist of 2 members who need not be residents of the State of Florida nor Shareholders of the Corporation.

SEVENTH

The names and addresses of the persons who shall serve as Directors until the first annual meeting of Shareholders,

or until their successors shall have been elected and qualified are as follows:

Marie C. Haley 5061 Toproyal Lane
 Jacksonville, Florida 32277

John A. Haley 5061 Toproyal Lane
 Jacksonville, Florida 32277

EIGHTH

The name and address of the initial Incorporator is as follows:

Marie C. Haley 5061 Toproyal Lane
 Jacksonville, Florida 32277

NINTH

The names and addresses of the persons who shall serve as Officers until the first annual meeting of Shareholders, or until their successors shall have been elected and qualified are as follows:

Marie C. Haley 5061 Toproyal Lane
President Jacksonville, Florida 32277

John A. Haley 5061 Toproyal Lane
Secretary/Treasurer Jacksonville, Florida 32277

TENTH

Two-thirds consent of the Stockholders of the Corporation shall be required for any Shareholder action.

ELEVENTH

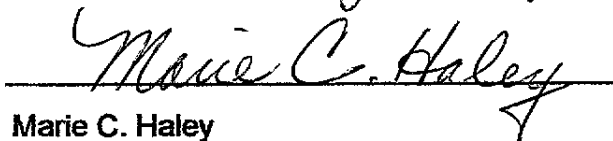
The Shareholders have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed

and approved at a Stockholders' meeting, with not less than a two-thirds vote of the common stock.

TWELFTH

The holders of the common stock of this Corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder of all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Jacksonville, Duval County, Florida, this 21 day of January, 1998.


Marie C. Haley

STATE OF FLORIDA, COUNTY OF DUVAL, To Wit:

Before me, the undersigned authority, personally appeared Marie C. Haley who is to me well known to be the person described in and who subscribed to the Articles of Incorporation, and that he did freely and voluntarily acknowledge before me, according to law, what he made and

subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my Hand and Official Seal at Jacksonville, Duval County, Florida, this day of January 21, 1998.

Cynthia McCaskill
Notary Public

My Commission expires:



ACCEPTANCE

I, the undersigned, being a citizen of Jacksonville, Duval County, Florida, do hereby accept the designation of Registered Agent of the above-named Corporation.

Marie C. Haley
Marie C. Haley

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