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TRANSMITTA LETTER

FILED

98 JAN 26 AM 9:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FL 32314

SUBJECT: SARAH MARIE, INC.

Enclosed is an original and one (1) copy of the Articles of
Incorporation and a check for \$ 122.50

FROM: VIVIAN E. BERGMAN
515 BEACH PARK BLVD.
VENICE, FL 34285

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-01/26/98--01108--004
****122.50 ****122.50

P. Hall

JAN 28 1998

ARTICLES OF INCORPORATION

of

SARAH MARIE, INC.

ARTICLE I - NAME

The name of the corporation is:
SARAH MARIE, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence and shall commence upon the filing of these articles with the Department of State, Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue FIVE THOUSAND (5000) shares of common stock, with a par value of \$ 1.00 , per share.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without the issuance of fractional share(s)) at the price at which it is offered to others.

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ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation
23462 PATERA AVENUE PORT CHARLOTTE, FL 33980
and the name of the initial registered agent of this corporation at
that address is DAVID B. GOLDSTEIN
The principal place of business office address is
23462 PATERA AVENUE PORT CHARLOTTE, FL 33980

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director(s) initially. The number of
directors may be either increased or diminished from time to time by the
By-Laws, but shall never be less than one (1). The name and address of
the initial director(s) of this corporation are as follows:

VIVIAN E. BERGMAN 515 BEACH PARK BLVD
VENICE, FL 34285

ARTICLE IX - CAPITAL STOCK and CAPITAL TO BEGIN BUSINESS

The stock of this corporation shall be issued pursuant to a plan under
Section 1244 of the Internal Revenue Code of 1954, as amended. The
amount of capital stock which this corporation will begin business shall
not be less than five-hundred dollars (\$ 500.00).

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested
in the Board of Directors and the shareholders.

ARTICLE XI - INCORPORATION

The name of the person signing these Artciles is:

VIVIAN E. BERGMAN 515 BEACH PARK BLVD.
VENICE, FL 34285

ARTICLE XII - IDEMNIFICATION

The corporation shall indemnify any officer or director or a former officer or director to the full extent permitted by law.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Article of Incorporation, this 23 day of Jan, 19 98


VIVIAN E. BERGMAN


515 BEACH PARK BLVD.
VENICE, FL 34285
941-484-5010

MICHIGAN DRIVERS LICENSE
IDENTIFICATION
B 625 847 210 957
IDENTIFICATION NUMBER

STATE OF FLORIDA)
) ss.
COUNTY OF CHARLOTTE)

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared VIVIAN E. BERGMAN known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he/she acknowledged for me that he/she executed these Articles of Incorporation, and who did take an Oath.

IN WITNESS WHEREOF, I have hereunto set me hand and affixed my official seal in the State and County aforesaid, this 23 day of Jan of 19 98.


NOTARY PUBLIC - DAVID B. GOLDSTEIN
Commission No. CC 476165
My Commission Expires: JUN. 25, 1999

CERTIFICATION
DESIGNATES PLACE of BUSINESS or DOMICILE
FOR THE SERVING of PROCESS WITHIN THIS
STATE NAMING UPON WHOM PROCESS MAY BE SERVED

FILED

In pursuant of Florida Statutes, the following is submitted in compliance with said act.

98 JAN 26 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: SARAH MARIE, INC.

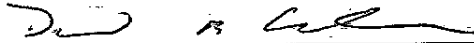
desiring to organize under the laws of the State of Florida with its initial principal registered office, as indicated in the Article of Incorporation at 23462 PATERA AVENUE

PORT CHARLOTTE, FL 33980.

as its agent to ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT:

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



DAVID B. GOLDSTEIN
(Registered Agent)
23462 PATERA AVENUE
PORT CHARLOTTE, FL 33980

Telephone Number
941-629-4227