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#### ARTICLES OF INCORPORATION

<u>OF</u>

#### LAURA ANDRE, INC.

### Article I - Name

The name of this corporation is LAURA ANDRE, INC.

## Article II - Duration

The term for which this corporation shall exist shall be perpetual and its existence shall begin on the date of execution and acknowledgment of these articles.

#### Article III - Purpose

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

### Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value non-assessable stock.

#### Article V - Amendments

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.

## Article VI - Initial Registered Office & Agent

The name and street address of the initial registered agent of this corporation is CT Corporation System, 1200 S. Pine Island Road, Plantation, Florida 33324.

## Article VII - Principal Place of Business

The street address and mailing address of the principal place of business of this corporation is 251 Royal Palm Way, Suite 602, Palm Beach, Florida 33480.

### Article VIII - Incorporator

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

HOPE BYER c/o CT Corporation System 660 E. Jefferson Street Tallahassee, Florida 32301

### Article IX - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

## Article X - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

# Article XI - Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

# Article XII - Shareholders' Meeting

Except as may be otherwise in the By-Laws, any annual or other meeting of the shareholders may be held within or without the State and any shareholder may waive notice of any meeting either before or after the meeting.

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

Article XIII - Indemnification

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 day of March, 1998.

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

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT: LAURA ANDRE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 251 Royal Palm Way, Suite 602, Palm Beach, Florida 33480, has named CT Corporation System, located at 1200 S. Pine Island Road, Plantation, Florida 33324., as its agent to accept service of process within Florida.

SIGNATURE: OD BUCK

TITLE:

DATE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

> CT CORPORATION SYSTEM **CONNIE BRYAN** Comic Buy SPECIAL ASSISTANT SECRETARY 1200 S. Pine Island Road Plantation, Florida 33324 March 25, 1998