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ARTICLES OF INCORPORATION for White & Ivory Shoppes, Inc.

98 APR 20 PN 4: 30

The undersigned, acting as incorporators of a sorporation pursuant to Chapter 607, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I - Name

THE NAME OF THE CORPORATION SHALL BE:

WHITE & IVORY SHOPPES, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS:

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE CORPORATION SHALL BE:

1208-E Capital Circle S. E. Tallahassee, Florida 32301

ARTICLE III - PURPOSE(S)

THE SPECIFIC PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED ARE:

- 1. To operate unique retail establishments, specializing in white and ivory women's apparel for women 18 and over, misses and plus sizes. To agressively respond to a market demand for unique women's apparel created by occasions such as informal weddings, second(+) marriages and vow renewals, mother of the bride or groom, after-five wear, special dances/balls, debutantes, sorrity rushes, funerals, special needs of organizations such as the Eastern Star, church and office wear. Also, to publish a catalogue of select apparel offerings.
- 2. To manufacture, produce, purchase or otherwise acquire, sell, import, export, distribute and deal in goods, wares, services, merchandise and materials of any kind and description.
- 3. The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from engaging in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Florida.

ARTICLE IV - MANNER OF ELECTION OF

DIRECTORS

THE MANNER IN WHICH THE DIRECTORS ARE ELECTED OR APPOINTED IS AS FOLLOWS:

The method of election of directors is made explicit in the Bylaws of this organization, and provides for an Operational Board to oversee corporate operations, share and guide strategic vision, mission, goals and values.

ARTICLE V - LIMITATION OF CORPORATE

POWERS

The corporate powers of this corporation are as provided in Chapter 607, Florida Statutes, or as otherwise limited by amendment.

ARTICLE VI - SHARES OF STOCK

The business previously called "White & Ivory Shoppes" intends to transfer all business assets and debts to the new corporation "White & Ivory Shoppes, Inc." in consideration for shares of stock in exchange. The total number of shares to be issued is 100. The par value of shares, and the classes of shares are made explicit in the Bylaws of this organization, which also provides for any preferences, limitations, and rights of each class of stock.

ARTICLE VII - INITIAL REGISTERED

AGENT AND STREET ADDRESS

THE NAME AND THE STREET ADDRESS OF THE INITIAL REGISTERED AGENT IS:

Dr. Franklin F. Sands 982 Richardson Road Tallahassee, Florida 32301

ARTICLE VII - INCORPORATORS

THE NAMES AND THE STREET ADDRESSES OF THE INCORPORATORS FOR THESE ARTICLES OF INCORPORATION ARE:

Dr. Franklin F. Sands 982 Richardson Road Tallahassee, Florida 32301

Katherine E. Sands 982 Richardson Road Tallahassee, Florida 32301

Tami L. Harris 982 Richardson Road Tallahassee, Florida 32301

Franklin F. Sands, Jr. 982 Richardson Road Tallahassee, Florida 32301 98 APR 20 PM 4: 30

The undersigned incorporators have executed these Articles of Incorporation this 20th day of April, 1998.

Signatures of Incorporators

Franklin F. Sands, Ph.D.

Katherine E. Sands, M.S.

Tami L. Harris, B.S.

Franklin Sands, Jr., B.S.

Accepting designation as Registered Agent