

P98000038581



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 798103 7152087

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 28, 1998

ORDER TIME : 1:35 PM

ORDER NO. : 798103-005

CUSTOMER NO: 7152087

CUSTOMER: Donald H. Wilson, Jr., Esq
BOSWELL & DUNLAP, LLP

245 South Central Avenue

Bartow, FL 33830.

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****122.50 ****122.50

DOMESTIC FILING

NAME: SECOND HAND ROSE OF LAKE LAND,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 28 AM 9:24

RECEIVED
98 APR 28 PM 2:43
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
SECOND HAND ROSE OF LAKELAND, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 28 AM 9:24

The undersigned hereby declares his intention to form and become a body corporate under the laws of the State of Florida, and under the following Certificate of Incorporation, which they do hereby make, subscribe to and acknowledge to be filed in the office of the Secretary of State of the State of Florida.

ARTICLE I

The name of this corporation shall be: **Second Hand Rose of Lakeland, Inc.**

ARTICLE II

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida, and the objects and purposes herein set forth, it is expressly provided that this corporation shall have the power to transact any and all lawful business permitted by corporations under the laws of the State of Florida.

ARTICLE III

The capital stock of this corporation shall consist of 10,000 shares of common stock with a nominal or par value of \$1.00 per share. Said common stock may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided, however, that in the event no such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

The whole or any part of the authorized capital stock may be paid for in cash, property or

services, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be \$500.00.

ARTICLE V

The period of existence of this corporation shall be perpetual, or until dissolved according to law.

ARTICLE VI

The address of the principal office is 600 South Combee Road, Lakeland, Florida 33801 and the mailing address of the corporation is P.O. Box 818, Eaton Park, FL 33840. The initial registered agent for this corporation shall be Donald H. Wilson, Jr., whose address and the address of the registered office is 245 South Central Avenue, Bartow, Florida 33830.

ARTICLE VII

The name and post office address of the original subscribers to these Articles of Incorporation and the members of the first Board of Directors of this corporation, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida, shall hold office until the first annual meeting of the corporation, or until successors are elected and have been qualified is as follows:

Woodrow Robert Bass
3133 Fletcher Avenue
Eaton Park, FL 33840

ARTICLE VIII

The private property of the stockholders shall not be subject to payment of corporate debts

to any extent.

ARTICLE IX

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized:

To make, alter, amend and rescind the By-Laws of this corporation, to fix the amount to be reserved as working capital; to authorize and cause to be executed mortgages and liens, without limit as to amount upon the property and franchises of this corporation.

With the consent in writing and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the directors shall have authority to dispose of, in any manner, the whole property of this corporation.

The stockholders and directors shall have the power to hold their meeting and keep the books, documents, and papers of the corporation outside the State of Florida, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Florida.

If the By-Laws so provide, to designate one or more of their number to constitute an executive committee, which shall for the time being, as provided in said resolution or in the By-Laws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

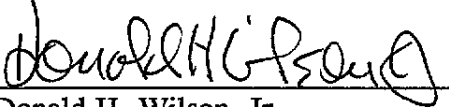
The directors of this corporation shall have the power to establish and maintain, in addition to the principal office in Florida, one or more offices at such places as they may from time to time designate.

This corporation may under its By-Laws confer powers additional to the foregoing upon the directors, in addition to the powers and authority expressly conferred on them by law.

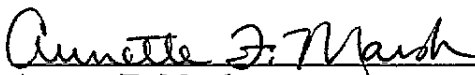
It is the intention that the objects, purposes and powers specified in Article II hereof shall, except when otherwise specified in said Article, be in no ways limited or restricted by reference to or inference from the terms of any other clause or article in these Articles of Incorporation, but that the objects, purposes and powers specified in Article II hereof, and in each of the clauses or paragraphs specified in Article II hereof, and in each of the clauses or paragraphs of this charter, shall be regarded as independent objects, purposes and powers.

I have accordingly hereunto set my hand and seal this 27th day of April, 1998.

Signed, sealed and delivered
in the presence of:


Donald H. Wilson, Jr.


Woodrow Robert Bass

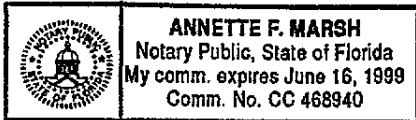

Annette F. Marsh

STATE OF FLORIDA

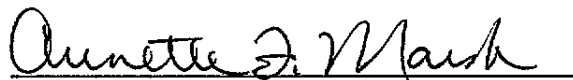
COUNTY OF POLK

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared **Woodrow Robert Bass**, who executed the foregoing Articles of Incorporation, who is personally known to me and who did not take an oath.

WITNESS my hand and official seal in the County and State named above on the 27th day of April, 1998.



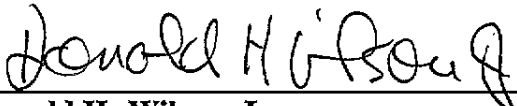
(Affix Notarial Seal)


Notary Public - State of Florida at Large
My Commission Expires: 6-16-99

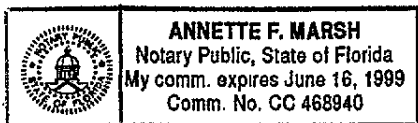
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 28 AM 9:24

ACCEPTANCE

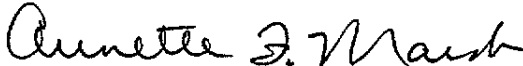
I, Donald H. Wilson, Jr., hereby accept designation as resident agent and registered agent
of Second Hand Rose of Lakeland, Inc.


Donald H. Wilson, Jr.

SWORN TO AND SUBSCRIBED before me on this 27th day of April, 1998.



(Affix Notarial Seal)


Notary Public - State of Florida at Large
My Commission Expires: 6-16-99