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TRANSMITTAL LETTER

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

SUBJECT: C & G ELITE DRESS BOUTIQUE, INC.

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

FROM: Galyn Smith
8211 Grampell Drive
JACKSONVILLE, FL 32221
(904) 781-0669

FILED
98 MAY 22 PM 2:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

5/27/98

FILED
98 MAY 22 PM 2:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE OF INCORPORATION

FOR

C & G ELITE DRESS BOUTIQUE, INC.
A FLORIDA FOR PROFIT CORPORATION

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is: C & G ELITE DRESS BOUTIQUE, INC.

ARTICLE II

The corporation is organized pursuant to the provisions of Florida Business Corporation Code, and the duration of the corporation shall be perpetual

ARTICLE III

The principal place of business and mailing address of this corporation shall be:

C & G ELITE DRESS BOUTIQUE, INC.
8211 GRAMPELL DRIVE
JACKSONVILLE, FL. 32221

ARTICLE IV

The original number of shares are 100. None will be issued at this time. However, the order of issuance will be stated in the by-laws.

ARTICLE V

There will be no stock issued at this time.

ARTICLE VI

The principal address and the registered office are the same.
The name and address of the initial registered agent is:

Galyn Smith
8211 Grampell Drive
Jacksonville, Fl. 32221

ARTICLE VII

The name (s) and address(es) of the incorporator(s) to these
Articles of Incorporation is(are):

Galyn Smith, President
8211 Grampell Drive
Jacksonville, Fl. 32221

Cynthia Burgess, Vice President
3864 O'Rielly's Drive W
Jacksonville, Fl. 32210

Shantevia Cobb, Sec. / Treas.
8211 Grampell Drive
Jacksonville, Fl. 32221

ARTICLE VIII

The initial Board of Directors shall consist of no members at
this time. However, the manner of election will be stated in
the By-Laws

ARTICLE IX

This corporation is organized for the purpose of providing
(a) retail, clothing

IN WITNESS WHEREOF, The undersigned has executed these ARTICLES
OF INCORPORATION on this May day of 21, 19 98

Galyn Smith
Incorporator

FILED

98 MAY 22 PM 2:48

SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent in the state of Florida.

1. The name of the corporation is: C & G ELITE DRESS, INC.
2. The name and address of the registered agent and office is:

GALYN SMITH, PRESIDENT
8211 GRAMPELL DRIVE
JACKSONVILLE, FL. 32221

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept obligations of my position as registered agent.

Galyn Smith
(Signature)

May 21, 1998
Date