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JUNE 15, 1998

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

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-06/22/98--01065--016
*****70.00 *****70.00

SUBJECT: JULIET'S IN THE BAG, INC. 3

PLEASE FIND ENCLOSED ONE COPY OF THE ARTICLES OF INCORPORATION FOR THE ABOVE CORPORATION AND A CHECK IN THE AMOUNT OF \$70.00.

FROM: SANDRA S. DOBSON
735 DODECANESE BLVD #15
TARPON SPRINGS, FL 34689
727-938-7099

FILED
98 JUN 22 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY JUN 23 1998

ARTICLES OF INCORPORATION

FILED
98 JUN 22 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE - NAME

THE NAME OF THE CORPORATION SHALL BE: JULIET'S IN THE BAG, INC.

ARTICLE TWO - PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE: 735 DODECANESE BLVD #15, TARPON SPRINGS, FL 34689.

ARTICLE THREE - CAPITAL STOCK

THE NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 100 WITH A PAR VALUE OF \$1.00 PER SHARE.

ARTICLE FOUR - INITIAL REGISTERED AGENT AND ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS: SANDRA S. DOBSON, 735 DODECANESE BLVD #15, TARPON SPRINGS, FL 34689.

ARTICLE FIVE - INCORPORATORS

THE NAME(S) AND ADDRESS(ES) OF THE INCORPORATOR(S) TO THESE ARTICLES OF INCORPORATION IS (ARE): SANDRA S. DOBSON, 735 DODECANESE BLVD #15, TARPON SPRINGS, FL 34689.

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION THIS
18th DAY OF June, 19 98.

SIGNATURE: _____

SANDRA S. DOBSON

SIGNATURE: _____

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: JULIET'S IN THE BAG, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:
SANDRA S. DOBSON, 735 DODECANESE BLVD #15, TARPON SPRINGS, FL 34689.

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 THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: Sandra S. Dobson
SANDRA S. DOBSON

DATE: 6-18-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA