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July 30, 1998

VIA UPS NEXT DAY AIR

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

900002604179--9
-07/31/98--01063--012
****210.00 *****70.00

Re: Articles of Incorporation

Dear Sir or Madam:

Enclosed herewith for filing please find Articles of Incorporation in connection with the following corporations, along with our check in the amount of \$210.00, to cover the filing fees:

1. Himes Estates Inc.
2. Le Cirque Inc.
3. Humphreys Corp.

Also enclosed are revised Articles of Incorporation for North Dale Mabry Station Corp. We previously submitted these articles with the name "Station Corp." but apparently that name is not available. A copy of your letter to us concerning the unavailability of the name is enclosed. I would appreciate your resubmitting these articles for filing as soon as possible. The filing fee was previously paid at the time of the original filing.

Thank you for your assistance in this matter. Should you need anything further, please do not hesitate to contact me.

Very truly yours,

LANGFORD & HILL, P.A.

Muriel Desloovere

MD/mjw
Enclosures (6)

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FILED
98 AUG 17 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-17745



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 5, 1998

LANGFORD & HILL, P.A.
MURIEL DESLOOVERE
POST OFFICE BOX 3277
TAMPA, FL 33601-3277

SUBJECT: HUMPHREYS CORP.
Ref. Number: W98000017745

We have received your document for HUMPHREYS CORP. and your check(s) totaling \$210.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 298A00040880

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HUMPHREYS MERCHANDISE CORP.

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

Article I - Name

The name of this Corporation is **HUMPHREYS MERCHANDISE CORP.** The mailing address of this Corporation shall be Post Office Box 3277, Tampa, Florida, 33601-3277, or such other address as may be designated by the Board of Directors.

Article II - Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, without par value.

Article III - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 1715 W. Cleveland Street, Tampa, Florida 33606. The initial registered agent of this Corporation is Muriel Desloovere.

Article IV - Incorporator

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

Muriel Desloovere
Langford & Hill, P.A.
1715 West Cleveland Street
Tampa, Florida 33606

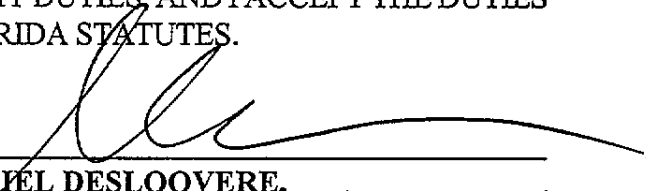
2300

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 29th day of July, 1998.



MURIEL DESLOOVERE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505 FLORIDA STATUTES.



MURIEL DESLOOVERE,
Registered Agent
Date: July 29, 1998

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98 AUG 17 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA