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**JOHN S. DZURAK**  
**ATTORNEY AT LAW**  
**Certified Circuit Civil Mediator**  
Post Office Box 510400  
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PUNTA GORDA, FLORIDA 33951-0400

Mailing Address:  
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Phone: (941) 639-3171  
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August 31, 1998

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

*Femme Noir, Inc.*  
Re: **SEMME NOIR, INC.**

200002632832--6  
-09/04/98--01117--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sirs:

*Translation: Black Woman, Inc.*

Please find enclosed the original and one copy of the Articles of Incorporation for **SEMME NOIR, INC.**

Also enclosed is a check in the amount of \$ 70.00 with regards to the following:

\$ 35.00 - Filing Fee

\$ 35.00 - Fee for Resident Agent.

We do not wish to receive a certified copy of the Articles, only proof of filing and document number. Please return the proof of filing to our office.

Thank you very much for your cooperation in this matter.

Gail GAVE  
AUTHORIZATION BY PHONE TO

CORRECT Change corp name: Femme Noir, Inc.

DATE 9/11

DOJ. EXAM BB

JSD:lm

enclosures

xc: Jutta Huggins

Sincerely,

*[Signature]*

**JOHN S. DZURAK**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

B. BROCK SEP 11 1998

**ARTICLES OF INCORPORATION  
OF**

FEMME NOIR, INC.

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I, the undersigned, **JOHN S. DZURAK, ESQ.**, as Incorporator, who address is 306 East Olympia Avenue, Punta Gorda, Florida, 33951, do hereby create and sign these Articles, as Incorporator, for the purpose of forming a Corporation as provided under the laws of the State of Florida.

**I.**

The name of the corporation shall be:

FEMME NOIR, INC.

**II.**

The said corporation is hereby empowered to engage in any or all of the following business operations, and to perform all necessary and proper lawful acts in connection therewith, as are or may be authorized by law:

A. To do and perform all of the acts and things and to exercise all of the powers set out and enumerated in Florida Statutes, Chapter 607, (as amended), and to exercise all other powers provided by law to be exercised by corporations.

**III.**

Said corporation is hereby authorized to have outstanding at any time, a maximum of one hundred (100) shares of common stock, without par value; no other class or type of stock shall be issued. Each share of stock shall entitle the owner thereof to one vote.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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IV.

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

V.

This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.

VI.

The principal and registered office of the corporation is to be located at 4099 Tamiami Trail, Port Charlotte, Florida 33952; and the name of its initial Registered Agent is **JUTTA HUGGINS**, whose mailing address is 4099 Tamiami Trail, Port Charlotte, Florida 33952. The mailing address of the corporation is 4099 Tamiami Trail, Port Charlotte, Florida 33952.

A certificate designating Registered Office and Registered Agent signed by the said JUTTA HUGGINS as Registered Agent is attached hereto as Exhibit "A".

VII.

This corporation shall not have less than one Director initially elected, in accordance with the corporation By-Laws. The said Board of Directors may, by resolution, designate one of their number to constitute an Executive Committee, which, to the extent provided in such resolution, or in the By-Laws of the corporation, shall have any may exercise the powers of the Board of Directors.

The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

VIII.

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IX.

The names and addresses of the first Board of Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<b>JUTTA HUGGINS</b>	4099 Tamiami Trl. Port Charlotte, Florida 33952
<b>MALBERITA HOWELL</b>	1301 Guild St. Port Charlotte, Florida 33952

The Board of Directors shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified.

X.

The first President of the corporation shall be **MALBERITA HOWELL**, and the first Secretary/Treasurer shall be **JUTTA HUGGINS**. Said officers shall, likewise, hold office for the first year of existence of the corporation, or until his successor is elected and has qualified.

XI.

The names and post office addresses of the subscribers hereto, the number of share of stock each agrees to take, and the amount to be paid therefore, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT SUBSCRIBED</u>
JUTTA HUGGINS	4099 Tamiami Trl. Port Charlotte, FL 33952	50	\$ 500.00
MALBERITA HOWELL	1301 Guild Street Port Charlotte, FL 33952	50	\$ 500.00

The aggregate value of such shares shall not be less than the paid sum of One Thousand Dollars of capital, within which the corporation shall begin business.

#### XII.

Shares held by the initial stockholders listed above may not be sold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be transferred and sold shall be further specified by written agreement among the shareholders and this corporation.

#### XIII.

All corporate powers shall be vested by or under the authority of, and the business affairs of this corporation, shall be managed under the direction of the shareholders of this corporation.

#### XIV.

Directors of this corporation need not be residents of the State of Florida.

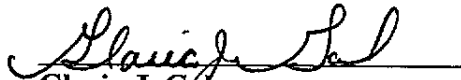
#### XV.

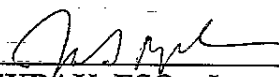
This corporation may also qualify under the provisions of Section 1244 of the Internal

Revenue Code, which section permits ordinary loss treatment, when either the holder of Section 1244, stock sells or exchanges such stock at a loss, or when such stock becomes worthless.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1<sup>st</sup> day of September, 1998.

  
Lynda R. Monks

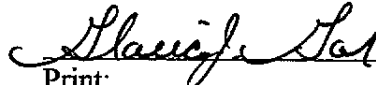
  
Gloria J. Gal

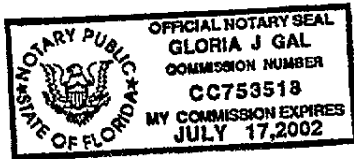
  
JOHN S. DZURAK, ESQ., Incorporator  
306 E. Olympia Avenue  
Punta Gorda, Florida 33951

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

SWORN TO, subscribed and acknowledged before me this 1<sup>st</sup> day of September, 1998, by JOHN S. DZURAK, ESQ., Incorporator, who is personally known to me.

My commission expires:

  
Print:  
Notary Public, State of Florida at Large



**EXHIBIT "A"**

**CERTIFICATE DESIGNATING REGISTERED  
OFFICE AND REGISTERED AGENT**

That FEMME NOIR, INC., a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal and registered office, as indicated in the Articles of Incorporation, located at 4099 Tamiami Trail, Port Charlotte, Florida, 33952, has named **JUTTA HUGGINS**, located at 4099 Tamiami Trail, Port Charlotte, Florida 33952, and whose mailing address is the same, as its agent to accept service of process within this state

Having been named to accept service of process for FEMME NOIR, INC., a Florida Corporation, the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated: August 18, 1998.

  
**JUTTA HUGGINS**  
Registered Agent

APPROVED  
AND  
FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA