

P98000084290

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Journeys, Inc.
Sunkworks

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-09/29/98--01037--001
*****70.00 *****70.00

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- ☒ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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SECRETARY OF STATE
DIVISION OF CORPORATION

RECEIVED
98 SEP 29 AM 10:50
DIVISION OF CORPORATION

Signature _____

Requested by: Chr 9.29 934

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

R. Purinton SEP 29 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 29, 1998

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: JOURNEYS, INC.
Ref. Number: W98000022216

We have received your document for JOURNEYS, INC. and your check(s) totaling \$70.00. 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) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 398A00048765

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

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OF

Journeys Soulworks, Inc.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name, Location and
Mailing Address of Principal Office

The name of the corporation is Journeys Soulworks, Inc. The principal office and mailing address of this corporation is 1418 San Marco Boulevard, Jacksonville, Florida 32207.

ARTICLE II

Purpose

This corporation is organized for the purpose the sale of books and gifts and any other business permitted under the laws of the United States or the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1418 San Marco Boulevard, Jacksonville, Florida 32207, and the name of the initial registered agent of the corporation at that address is Craig J. Harris.

ARTICLE VI

Directors

This corporation shall initially have one director. The number of directors may be increased or decreased from time to time but shall never be fewer than one nor more than five. The name and street addresses of the officers and of the members of the first Board of Directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Craig J. Harris Vice President, Treasurer	8129 Village Gate Court Jacksonville, Florida 32217
Bianca D. Kaye President, Secretary	1418 San Marco Boulevard Jacksonville, FL 32207

ARTICLE VII

Incorporator

The name and street address of the incorporators of this corporation are Craig J. Harris, 8129 Village Gate Court, Jacksonville, Florida 32217 and Bianca D. Kaye, 1418 San Marco Boulevard, Jacksonville, FL 32207.

ARTICLE VIII

By-Laws

The initial By-Laws of this corporation shall be adopted by the directors. By-Laws may be adopted, amended or repealed in the manner provided in the By-Laws by either the shareholders or the directors.

ARTICLE IX

Restrictions on Transfer of Stock

The shareholders may, by By-Law provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE X

Director Compensation

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions

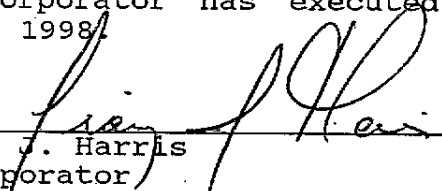
upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI

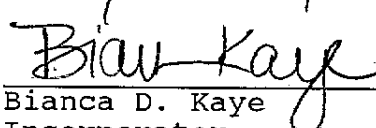
Indemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 25th day of September, 1998.



Craig J. Harris
Incorporator



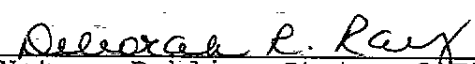
Bianca D. Kaye
Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 25th day of September, 1998 by Craig J. Harris and Bianca D. Kaye.



Deborah R. Ray
MY COMMISSION # CC620434 EXPIRES
February 19, 2001
BONDED THRU TROY PAIN INSURANCE, INC.



Notary Public, State of Florida

Print Name: _____

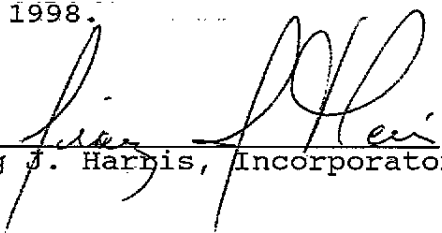
My Commission Expires: _____

Personally known _____ or produced identification: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

Journeys Soulworks, Inc. desiring to organize under the laws of the State of Florida as a corporation has named Craig J. Harris, who maintains an office at 1418 San Marco Boulevard, Jacksonville, Florida 32207 as its registered agent to accept service of process within this state, all in accordance with Section 607.034, Florida Statutes.

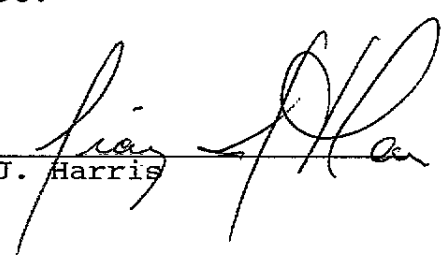
DATED this 25th day of September, 1998.

By: 
Craig J. Harris, Incorporator

A C C E P T A N C E

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, and being familiar with the obligations of such position, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 25th day of September, 1998.


Craig J. Harris

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DIVISION OF CORPORATIONS
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