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AUGUST VAN EPOEL
CHARTERED
ATTORNEY AT LAW
3705 NORTH HIMES AVENUE
TAMPA, FLORIDA 33607
TELEPHONE (813) 878-2213

FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

November 12, 1998

Division of Corporations
Secretary of State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 *****78.75

Re: The Traveling Woman, Inc.

Dear Sir or Madam:

We are enclosing the original and one signed copy of Articles of Incorporation for The Traveling Woman, Inc.

We are also enclosing our client's check in the amount of \$122.50 to cover the fees and costs of the foregoing. Please file the original, certify the copy, and return the certified copy to the undersigned.

Sincerely,



August Van Epoel

AVE:lng
Enclosures

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ARTICLES OF INCORPORATION
OF
THE TRAVELING WOMAN, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

THE TRAVELING WOMAN, INC.

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ARTICLE II

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE III

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 7500 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE IV

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE V

Principal Office, Registered Office and Registered Agent

The principal office, mailing address and initial registered office of this corporation shall be located at 18720 Gulf Boulevard, Unit 9A, Indian Shores, Florida 33785 and the initial registered agent of this corporation at such office shall be JoAnn Carney. This corporation shall have the right to change such principal and registered offices and such registered agent from time to time, as provided by law.

ARTICLE VI

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than seven (7) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of one member, such member to hold office until his successors have been duly elected and qualified. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
JoAnn Carney	18720 Gulf Boulevard, Unit 9A Indian Shores, Florida 33785

ARTICLE VIII

Incorporator

The name and street address of the incorporator making these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
JoAnn Carney	18720 Gulf Boulevard, Unit 9A Indian Shores, Florida 33785

ARTICLE IX

Bylaws

(a) The power to adopt the bylaws of this corporation to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by vote of the stockholders. No bylaw which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE X

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.


JOANN CARNEY

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 10th day of November, 1998 personally appeared JOANN CARNEY, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


NOTARY PUBLIC

My Commission Expires:

Sept 8, 2000



Charles Gary Dyer
MY COMMISSION # CC583102 EXPIRES
September 8, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

THE TRAVELING WOMAN, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

JOANN CARNEY, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations under Chapter 607, Florida Statutes.

DATED this 10 day of November, 1998.


JOANN CARNEY

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TALLAHASSEE, FLORIDA