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December 9, 1998

**VIA OVERNIGHT DELIVERY**

Florida Department of State

Division of Corporations

409 E. Gaines St.

Tallahassee, FL 32314

100002710021--2  
-12/11/98--01051--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Treasure Stores of Key West, Inc.  
Articles of Incorporation

Dear Sir/Madam:

Please find enclosed the original Articles of Incorporation ("Articles") for Treasure Stores of Key West, Inc. and a check for US\$70 (US\$35 for the incorporation and US\$35 for the registered agent fee) payable to the Florida Department of State. Please transmit a certification of incorporation after filing these Articles in the enclosed pre-paid envelope.

If you have any questions please do not hesitate to contact our office.

Sincerely,



Jonathan D. Louis

Enclosure

**FILED**  
98 DEC 11 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SD  
12/11

**ARTICLES OF INCORPORATION  
OF  
TREASURE STORES OF KEY WEST, INC.**

**FILED**  
98 DEC 11 PM 2:55  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - Name**

The name of the corporation is Treasure Stores of Key West, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II - Purpose**

The Corporation is organized for the purposes of engaging in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE III - Capital Stock**

The par value thereof and the characteristics of such stock shall be as follows:

- (a) Number of shares authorized is 1,000.
- (b) Par value per share is .01.
- (c) Class of stock is common.

**ARTICLE IV - Initial Registered  
Office and Agent**

The Corporation's principal and mailing address in the State of Florida, County of Dade, is 400 C Duval Street, Key West, Florida 33040. The Corporation's Registered Agent is National Registered Agents, Inc. and its address is 501 Brickell Key Drive, Suite 602, Miami, Florida 33131.

**ARTICLE V - Board of Directors**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting in the initial Board of Directors is one, and the name and address of such member of the Board of Directors, who is to serve as the corporation's director until their successors are duly elected and qualified, are:

<u>Director</u>	<u>Address</u>
Brax Freeman	400C Duval Street Key West, Florida 33040

**ARTICLE VI - Incorporators**

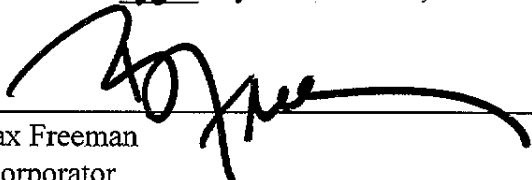
The name of the incorporator is Brax Freeman, and the address of the incorporator is 400C Duval Street, Key West, Florida 33040.

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**ARTICLE VIII - Indemnification**

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by Florida law in existence now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the incorporator named above, for the purposes of forming a corporation, pursuant to the Florida General Corporation Act with the State of Florida, has signed these Articles of Incorporation this 10 day of December, 1998.

  
\_\_\_\_\_  
Brax Freeman  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, having been named the registered agent of Treasure Stores of Key West, Inc. hereby accepts the obligations and accepts the obligation as provided in the Florida General Corporation Act.

Dated this 10 day of December, 1998.

NATIONAL REGISTERED AGENTS, INC.

By: \_\_\_\_\_

Authorized Representative

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA