

TRANSMITTAL LETTER

P99000016467

Feb. 8, 1999

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

300002771199--4
-02/10/99--01027--013
*****78.75 *****78.75

SUBJECT: WHOLE 9 YARDS INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status

- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

Return to:

FROM: F. B. Estergren, P.A.
Name (Printed or typed)

P.O. Drawer 2167
Address

Ft. Walton Beach, FL 32549
City, State & Zip

1 850 243 0139
Daytime Telephone number

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 FEB 19 PM 1:37

FILED

W99-3595

NOTE: Please provide the original and one copy of the articles.

ajc
2/19



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 12, 1999

F.B. ESTERGREY, P.A.
P.O. DRAWER 2167
FT. WALTON BEACH, FL 32549

SUBJECT: WHOLE 9 YARDS INC.
Ref. Number: W99000003595

We have received your document for WHOLE 9 YARDS INC. and your check(s) totaling \$78.75. 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) 487-6878.

Alan Crum
Document Specialist

Letter Number: 799A00006320

→ REPLY: Enclosed find 0 + 1 copy of Articles and Res. Agent
Cert. changing name to: WHOLE 9 YARDS OF N.W. FLORIDA, INC.

ARTICLES OF INCORPORATION

OF

WHOLE 9 YARDS OF N.W. FLORIDA, INC.

ARTICLE I - NAME:

The name of this corporation is: WHOLE 9 YARDS OF N. FLORIDA, INC., hereinafter referred to as the "Corporation"

ARTICLE II - DURATION:

The Corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE:

The Corporation is organized for the purpose of engaging in the Retail General Merchandise business and for the purpose of transacting any or all other lawful business not inconsistent with the Laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

The Corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS:

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT:

The principal office and street address of the Corporation is: 1430 Co. Hwy 1087, DeFuniak Springs, FL 32433, and the mailing address is: 1430 Co. Hwy 1087, DeFuniak Springs, FL 32433.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The name of the Registered Agent of the Corporation is:
DOMINICK BRIGANTI, and the street office address of such
registered agent and registered office of the Corporation is:
1430 Co. Hwy 1087, DeFuniak Springs, FL 32433.

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

The Corporation shall have one director initially. The
number of directors may be either increased or decreased
from time to time by the By-Laws but shall never be less than one.
The name and address of the initial director of the Corporation
is: DOMINICK BRIGANTI, 1430 Co. Hwy 1087, DeFuniak Springs,
FL 32433.

ARTICLE VIII - INCORPORATOR:

The name and address of the person signing these Articles is:
DOMINICK BRIGANTI, 1430 Co. Hwy 1087, DeFuniak Springs, FL 32433.

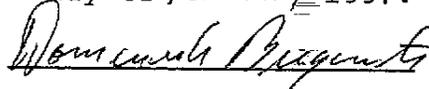
ARTICLE IX - BY-LAWS:

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

ARTICLE X - SECTION 1244 STOCK:

It is the intent of this Charter that the directors may
sell the capital stock of the Corporation in accordance with
the conditions of Sections 1243-1244, inclusive, of the
Internal Revenue Code of 1954 as amended.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation on this 5th day of February 1999.



DOMINICK BRIGANTI

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: _____

WHOLE 9 YARDS OF N.W. FLORIDA, INC.

2. The name and address of the registered agent and office is:

DOMINICK BRIGANTI

(NAME)

1430 Co. Hwy 1087

(P.O. BOX NOT ACCEPTABLE)

DeFuniak Springs, FL 32433

(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Dominick Briganti

Dominick Briganti

DATE 2-5-99