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Attorneys at Law

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February 17, 1999

Division of Corporations  
Attn: Karen Gibson  
P.O. Box 6327  
Tallahassee, FL 32399

700002780717--4  
-02/19/99-01001-014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Romancing the Stone, Inc.

Dear Karen:

Enclosed please find the original and a copy of the Articles of Incorporation for Romancing the Stone, Inc. along with a check in the amount of \$78.75 which represents payment of the filing fee and to receive a certified copy back.

Please file the Articles and return a certified copy to our office at your earliest convenience.  
Thank you for your assistance in this matter.

Should you have any questions or need additional information, please do not hesitate to contact me at (813) 258-0293.

Very truly yours,

J.C. Dominguez/AMW

J.C. Dominguez  
Corporate Counsel

JCD:amw  
Enclosures

SIGNED IN HIS ABSENCE  
TO AVOID DELAY IN MAILING

FILED  
99 MAR -1 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

New Profit  
CPS  
3/1

**ARTICLES OF INCORPORATION  
OF  
ANOTHER PANE IN THE GLASS, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person to contract, hereby forms a Corporation under the Laws of the State of Florida.

**ARTICLE I. NAME**

The name of the Corporation shall be:

**ANOTHER PANE IN THE GLASS, INC.**

The principal place of business of this Corporation shall be:

**3807 W. Barcelona Street, Tampa, FL**

**ARTICLE II. NATURE OF BUSINESS**

This Corporation may engage in, or transact, any or all lawful activities or business permitted under the Laws of the United States, the State of Florida, or any other State, Country, Territory or Nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$0.01 per share.

**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the Corporation shall be: 4224 W. Henderson Blvd., Tampa, FL 33629, and the name of the initial Registered Agent of the Corporation at that address is: Joseph C. Dominguez.

**ARTICLE V. TERM OF EXISTENCE**

This Corporation is to exist perpetually.

**ARTICLE VI. PREEMPTIVE RIGHTS**

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 already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VII. SECTION 1244 PROVISION**

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

**ARTICLE VIII. SUB-CHAPTER S PROVISION**

It is the intent of the incorporators that the Corporation will file as a Sub-Chapter S Corporation.

**ARTICLE IX. DIRECTORS**

This Corporation shall have one director initially. The names and street addresses of the initial members of the Board of Directors are:

<b><u>Directors</u></b>	<b><u>Address</u></b>
Elizabeth Hardin	3807 W. Barcelona Street, Tampa, FL 33629

**ARTICLE X. OFFICERS**

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed, are:

<b><u>Officer</u></b>		<b><u>Address</u></b>
Elizabeth Hardin	President	3807 W. Barcelona Street, Tampa, FL 33629

**ARTICLE XI. SUBSCRIBER**

The name and street address of the subscribers to these Articles of Incorporation are:

<b><u>Name</u></b>	<b><u>Address</u></b>	<b><u>Shares of Common Stock Issued</u></b>
Elizabeth Hardin	3807 W. Barcelona St. Tampa, FL 33629	1,000

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this the 17<sup>th</sup> day of February, 1999.

BY: Elizabeth Hardin  
Title: President

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

BY: [Signature]  
Registered Agent