

P99000023716
Watson & Osborne, P.A.
Attorneys at Law

KEITH WATSON
LEE S. OSBORNE
WILLIAM J. JOOS
ROBERT J. DYKES

REPLY TO:
2500 MONUMENT ROAD, SUITE 201

March 8, 1999

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

600002800316--2
-03/10/99--01018--002
*****70.00 *****70.00

RE: ENCORE CONSIGNMENT & DANCEWEAR, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our firm check in the amount of \$70.00, payable to the Secretary of State, in payment of the requisite filing fee.

Please acknowledge receipt and filing in your usual manner. If possible, I would appreciate your returning a file-stamped copy to my office in the stamped, self-addressed enveloped provided for your convenience.

Thank you for your assistance in this matter.

Sincerely,

Debbie Ray

Debbie Ray
Senior Legal Assistant

:drr
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 10 PM 2:53

ARTICLES OF INCORPORATION

FOR

ENCORE CONSIGNMENT & DANCEWEAR, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is ENCORE CONSIGNMENT & DANCEWEAR, INC.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the retail distribution of clothing for profit, and to transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to: (1) natural persons, (2) estates, or (3) a trust as described in Title 26, United States Code, Section 1371, defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE FIVE

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) each. The shares of stock are to be issued as follows as joint tenants with right of survivorship:

<u>NAME</u>	<u>SHARES</u>
TAMIKO HERNDON	50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 10 PM 2:53

DONNA WOMACK

50

ARTICLE SIX

The street address of the corporation is 1982 Holly Oaks Ravine Drive, Jacksonville, Florida 32225.

ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is two (2). The name, address and title of each person who is to serve as a member of the initial board of directors are:

<u>NAME</u>	<u>ADDRESS</u>
TAMIKO HERNDON President/Treasurer	1982 Holly Oaks Ravine Drive Jacksonville, FL 32225
DONNA WOMACK Vice President/Secretary	1982 Holly Oaks Ravine Drive Jacksonville, FL 32225

ARTICLE EIGHT

The name and address of each incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
TAMIKO HERNDON	1982 Holly Oaks Ravine Drive Jacksonville, FL 32225
DONNA WOMACK	1982 Holly Oaks Ravine Drive Jacksonville, FL 32225

ARTICLE NINE

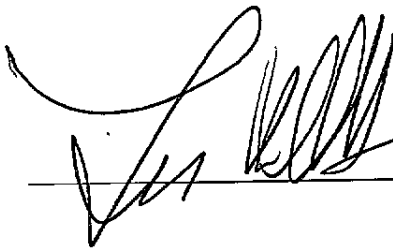
This corporation may be dissolved prior to the time fixed in these Articles of Incorporation by a 50% majority vote of the stockholders then holding voting capital stock at a meeting of the stockholders called for that purpose, in the manner, not inconsistent with Florida law, set forth in the bylaws, if any. In the event of such dissolution, the affairs of the corporation shall be wound up in the manner provided by the Florida General Corporation Act.

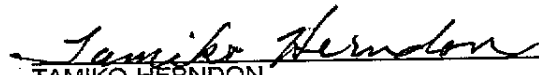
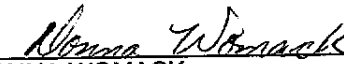
Executed by the undersigned at Jacksonville, Florida on this 3rd day of

March, 1999.

WITNESSES:

INCORPORATOR:

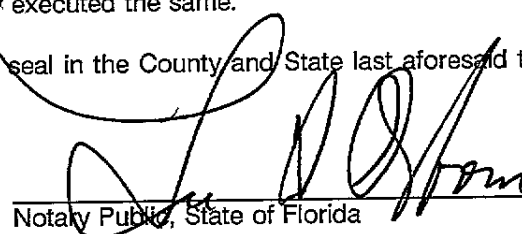



TAMIKO HERNDON

DONNA WOMACK

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared TAMIKO HERNDON and DONNA WOMACK, to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 3rd day of March, 1999.



Notary Public, State of Florida
My Commission Expires:
SEAL



Lee S. Osborne
MY COMMISSION # CC657290 EXPIRES
July 12, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

INITIAL REGISTERED AGENT OF ENCORE CONSIGNMENT & DANCEWEAR, INC.

The address of the initial registered agent of the corporation is 1982 Holly Oaks Ravine Drive, Jacksonville, Florida 32225, and the name of its initial registered agent at such address is Donna Womack.

By her signature below, Donna Womack accepts designation as registered agent of ENCORE CONSIGNMENT & DANCEWEAR, INC.



DONNA WOMACK

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 10 PM 2:53