

P99000039409

LAW OFFICES

RICHARDS, GILKEY, FITE, SLAUGHTER, PRATESI & WARD, P.A.

RICHARDS BUILDING

1253 PARK STREET

CLEARWATER, FLORIDA 33756

RALPH RICHARDS (1893-1980)

JOHN D. FITE

JOHN E. SLAUGHTER, JR.

EMIL G. PRATESI

R. CARLTON WARD

CYNTHIA I. RICE

THEO J. KARAPHILLIS

TEL: (727) 443-3281

FAX: (727) 446-3741

OF COUNSEL

WILLIAM W. GILKEY

WILLIAM M. MACKENZIE

PATRICK W. RINARD

PORT RICHEY OFFICE

RIDGE PLACE EXECUTIVE CENTER

8410 U.S. HIGHWAY 19 • SUITE 104

PORT RICHEY, FLORIDA 34668

TEL: (727) 841-7833

FAX: (727) 847-6742

April 23, 1999

Secretary of State  
Division of Corporations  
409 East Gaines Street, 20th Floor  
Tallahassee, Florida 32301

Re: VERONICA'S SECRET, INC.

100002857691--5

04/30/99-01022-006

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen:

Enclosed herewith for filing in your office, please find the Articles of Dissolution for the above-referenced corporation, together with an original of the sole shareholder's Unanimous Consent and Affidavit and Consent to the use of the name "Veronica's Secret, Inc."

Also enclosed are Articles of Incorporation to be filed with the Secretary of State whereby Cynthia I. Rice is incorporating a new corporation using the name, "Veronica's Secret, Inc.," pursuant to the authorization given by Veronica Ferguson referred above and enclosed, as well.

We enclose herewith a check payable to your order in the amount of \$43.75 to cover the following:

Articles of Dissolution	\$ 35.00
Certified Copy	\$ 8.75
	<u>\$ 43.75</u>

We also enclose herewith a check payable to your order in the amount of \$78.75 to cover the following:

Articles of Incorporation	\$ 35.00
Registered Agent Fee	\$ 35.00
Certified Copy	\$ 8.75
	<u>\$ 78.75</u>


4-30  
WS

Secretary of State  
March 16, 1999  
Page 2

The location of the principal office for the Registered Agent is 1253 Park Street, Clearwater, Florida 33756.

We shall appreciate your delivering the certified copies of the Articles of Dissolution and Articles of Incorporation to this office.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Cynthia I. Rice".

Cynthia I. Rice

CIR/ker  
Enclosures  
cc: Veronica Martin-Ferguson

AFFIDAVIT

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR 28 PM 3:43

STATE OF FLORIDA  
COUNTY OF PINELLAS

I, VERONICA FERGUSON, being duly sworn, depose and say:

1. That I am the President of VERONICA'S SECRET, INC., a Florida corporation.
2. That I am the sole shareholder of the Corporation.
3. That I have no intention of revoking the Articles of Dissolution of VERONICA'S SECRET, INC.

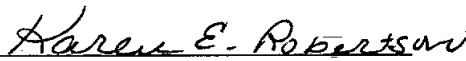
FURTHER AFFIANT SAYETH NOT.

  
VERONICA FERGUSON

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me on this 1<sup>st</sup> day of april, 1999, by VERONICA FERGUSON, as President on behalf of VERONICA'S SECRET, INC., who is personally known to me.

My commission expires:

  
Notary Public

F:\PROBATE\CIR\CORPS\VERONICA\AFFIDAV



Karen E. Robertson  
Commission # CC793578  
Expires JAN. 25, 2003  
BONDED THRU  
ATLANTIC BONDING CO., INC.

ARTICLES OF INCORPORATION

OF

VERONICA'S SECRET, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR 28 PM 3:43

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

I.

NAME

The name of this corporation shall be VERONICA'S SECRET, INC.

II.

PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

III.

TERM OF EXISTENCE

This corporation shall begin existence as of the date of filing and shall exist perpetually.

IV.

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value.

V.

STREET ADDRESS

The street address of the principal office of the corporation is 1253 Park Street, Clearwater, Florida 33756.

VI.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1253 Park Street, Clearwater, Florida 33756, and the name of the initial registered agent of this corporation at that address is Cynthia I. Rice.

VII.

INCORPORATOR

The name and address of the person signing these Articles is:

Cynthia I. Rice  
1253 Park Street  
Clearwater, Florida 33756

VIII.

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IX.

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24<sup>th</sup> day of March, 1999.

Cynthia I. Rice  
Cynthia I. Rice

C:\WPWIN60\GENERAL\MARTIN-PARTICLES.INC

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First--That VERONICA'S SECRET, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Clearwater, County of Pinellas, State of Florida, has named Cynthia I. Rice located at 1253 Park Street, City of Clearwater, County of Pinellas, State of Florida 33756, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: Cynthia I. Rice  
Cynthia I. Rice  
(REGISTERED AGENT)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR 28 PM 3:43