

PHILIP J. COLE, III
8507 Buccaneer Square
Tampa, Florida 33615

December 4, 1998

Department of State
Bureau of Corporate Records
The Capital
Tallahassee, Florida 32304

000002711690--4
-12/14/98--01092--001
*****70.00 *****70.00

EFFECTIVE DATE
4-27-99

Dear Sir:

I am enclosing the original and one copy of the proposed Articles of Incorporation for Cathy's Place., Inc. Please approve and file the original and certify the copy for us. Included within the aforementioned articles is the name of its initial resident agent.

Enclosed also is a check payable to you for incorporating charges as follows:

Filing fee	\$ 20.00
Certified copy	30.00
Resident Agent	20.00

Thank you for your assistance and please let me know if anything further is required.

Sincerely,

Philip J. Cole, III

pc/ wb

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 MAY-4 PM 5:01

FILED

10/27/98
effec. Date



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 15, 1998

PHILIP J. COLE, III
8507 BUCCANEER SQUARE
TAMPA, FL 33615

SUBJECT: CATHY'S PLACE, INC.
Ref. Number: W98000028106

We have received your document for CATHY'S PLACE, INC.. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 198A00059190

ARTICLES OF INCORPORATION
OF
CATHY'S PLACE, INC.

99 MAY -4 PM 5:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

The undersigned, subscriber of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is CATHY'S PLACE, INC. and its principal office address is 8507 Buccaneer Square, Tampa, Florida 33615.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on the date of subscription and acknowledgment of the Articles of Incorporation.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

EFFECTIVE DATE
4-27-99

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 7,500 shares of common stock, each with a par value of \$ 1.00. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratable in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 8507 Buccaneer Square, Tampa, Florida 33615 and the initial registered agent of the corporation at such address is Philip J. Cole, III.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

Name

Address

Philip J. Cole, III

8507 Buccaneer Square
Tampa, Florida 33615

ARTICLE VII

By-Laws

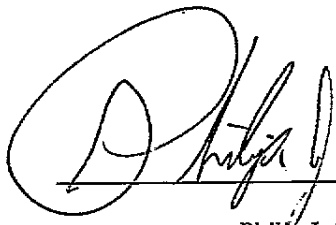
The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.


ARTICLE VIII

Indemnification

If in the judgement of a majority of the entire Board of Directors, (excluding from such majority any director any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

In WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27th
day of April 1999.


Philip J. Cole, III

 **CECELIA J. JACKSON**
Notary Public - State of Florida
COMMISSION # CC 718858
EXPIRES MAY 23, 2002
(SEAL)

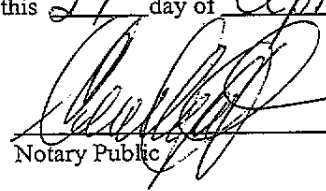
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me, the undersigned authority, this date personally appeared Philip J. Cole, III, to me known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and further that he acknowledged such execution to be his free and voluntary act, for the uses and purposes therein expressed.

WITNESS my hand and official seal at Tampa, Florida

this 27 day of April 1999


Notary Public

State of Florida at Large

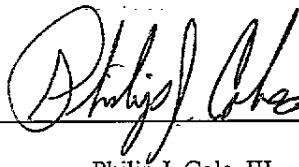
My Commission Expires: May 23 2002

CERTIFICATE DESIGNATING

REGISTERED AGENT

Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, CATHY'S PLACE, INC., desiring to organize under the laws of the State of Florida, hereby designates Philip J. Cole, III, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 8507 Buccaneer Square Tampa, Florida 33615, the business office of its Registered Agent, as its Registered Office.

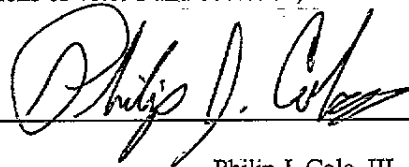
By



Philip J. Cole, III, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position and agree to act as such in accordance with the provisions of 48.091 and 607.0505, Florida Statutes.



Philip J. Cole, III

90 MAY -4 PM 5:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED