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Stanley M. Miller, P.A.

Attorney and Counselor at Law  
748 Broadway, Suite 201  
Dunedin, Florida 34698

Phone 727-733-8825

Fax: 733-3163

May 25, 1999

Secretary of State  
Corporate Records Division  
Tallahassee, FL 32304

RE: Tonis's, Inc.

600002889706-8  
-05/28/99-01078-001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

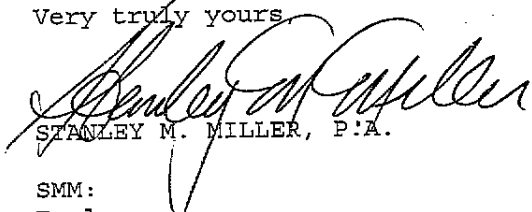
Dear Sirs:

Enclosed herewith please find a check to cover the following:

Filing Fee	\$35.00
<del>Certified Copy</del>	<del>\$52.50</del>
Resident Agent Designation	\$35.00
	<del>\$122.50</del> \$170.00

Also enclosed please find an original and one copy of the Articles of Incorporation. I understand you will return the ~~certified~~ copy of the Charter.

Very truly yours,

  
STANLEY M. MILLER, P.A.

SMM:  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUN -9 PM 5:57

789,2544,2550  
W99-12953



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 3, 1999

STANLEY M. MILLER, ESQ.  
748 BROADWAY  
SUITE 201  
DUNEDIN, FL 34698

SUBJECT: TONIE'S, INC.  
Ref. Number: W99000012953

We have received your document for TONIE'S, INC. and your check(s) totaling \$70.00. 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) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 499A00030283

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUN -9 PM 5:57

ARTICLES OF INCORPORATION

OF

Papillon's Consignment and Boutique, Inc.

ARTICLE I - NAME

The name of this corporation is Papillon's Consignment and Boutique, Inc..

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue FIVE THOUSAND (5,000) shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his 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 - CORPORATION PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal office of this corporation are the same and is 150 Cypress Place, Oldsmar, FL 34677, and the name of the initial registered agent of this corporation at that address is Tonie Palaleo.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The number of directors constituting its initial board of directors is one, whose name(s) and address(es) is(are):

Tonie Papaleo  
150 Cypress Place, Oldsmar, FL 34677

**ARTICLE VIII - OFFICERS**

The names and addresses of the initial officers of the corporation are:

Tonie Papaleo  
150 Cypress Place, Oldsmar, FL 34677

**ARTICLE IX - INCORPORATOR**

The name and address of the Incorporator signing these articles is:

Toni Papaleo  
150 Cypress Place, Oldsmar, FL 34677

**ARTICLE X - INDEMNIFICATION**

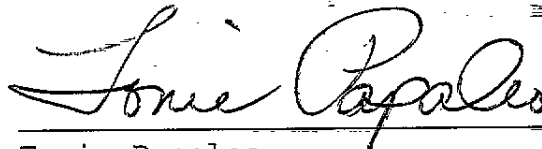
The corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

**ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provision 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 on the date of signing.

Dated: 5-26-99



Tonie Papaleo  
Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Tonie Papaleo, known to be and known to me to be the person who executed the foregoing Article of Incorporation, and who acknowledged before me that he/she executed the same and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County last aforesaid, this 20th day of May, 1999.

NOTARY PUBLIC:

Sign Stanley M. Miller

Print STANLEY M. MILLER

My Commission Expires:

Commission Number:

Personally Known X or

Type of Identification Produced \_\_\_\_\_



Stanley M. Miller (Seal)

Commission # CC 778985

Expires NOV. 14, 2002

BONDED THRU  
ATLANTIC BONDING CO., INC.

FILED STATE  
SECRETARY OF CORPORATIONS  
99 JUN -9 PM 5:57


CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Papillon's Consignment and Boutique, Inc.

Desiring to organize or qualify under the laws of the State of Florida, has named Tonie Papaleo, located at 150 Cypress Place, Oldsmar, FL 34677, as its agent to accept service of process within Florida.

Dated: 5-26-99

  
Tonie Papaleo  
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated: 5-26-99

  
Registered Agent