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SIMPSON & SIMPSON

ATTORNEYS AT LAW

DAVID A. SIMPSON

BOARD CERTIFIED CIVIL TRIAL
TRIAL - PERSONAL INJURY AND WRONGFUL DEATH
TRIAL - WORKERS' COMPENSATION

CAMERON DENISE SIMPSON*

TRIAL - PERSONAL INJURY AND WRONGFUL DEATH
TRIAL - WORKERS' COMPENSATION
*ALSO ADMITTED IN GEORGIA

909 MAR WALT DRIVE, SUITE 1024

FT. WALTON BEACH, FL 32547

(850) 862-1134

FACSIMILE (850) 862-7617

PENSACOLA

(850) 438-1134

July 14, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

000002943210--1
-07/27/99-01072-005
*****78.75 *****78.75

RE: DESIGNS BY DENISE, INC.

Dear Sirs:

Enclosed is an original and one (1) copy of the Articles of Incorporation for Designs By Denise, Inc., along with my check in the amount of \$78.75. Please return a certified copy of the Articles to me in the enclosed self-addressed, stamped envelope that I have provided for your convenience.

Thank you in advance for your cooperation.

Sincerely,

Jayne W. Bates

Jayne W. Bates

Paralegal to David A. Simpson

/jwb
Enclosures

99 JUL 27 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

To sh 100

ARTICLE OF INCORPORATION

OF

DESIGNS BY DENISE, INC.

99 JUL 27 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned, for the purpose of creating a corporation under the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is DESIGNS BY DENISE, INC., and its principal office and mailing address is 7588 E. County Hwy. 30-A, #6, Santa Rosa Beach, FL 32459.

ARTICLE TWO

NATURE OF BUSINESS

The purpose of the corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida. The initial purpose of this corporation is to maintain and operate a miscellaneous retail sales business.

ARTICLE THREE

CAPITAL STOCK

The corporation is authorized to issue Ten Thousand (10,000) shares of stock with a par value of one dollar (\$1.00) each. Such stock shall be of a single class.

ARTICLE FOUR

TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered office of the corporation is 7588 E. County Hwy. 30 A, #6, Santa Rosa Beach, FL 32459. The registered agent is DENISE M. CREEHAN.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

The name and address of the initial board of directors of the corporation are as follows:

Denise M. Creehan	7588 E. County Hwy. 30A #6 Santa Rosa Beach, FL 32459
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The person named as initial director shall hold office for the first year of existence of this Corporation or until her successor(s) is/are elected or appointed and has/have qualified, whichever occurs first.

ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VIII

REMOVAL OF DIRECTORS

Any directors may be removed with or without cause by a vote of the holders fifty-one

percent (51%) of the shares then entitled to vote at a special meeting of the shareholders called for that purpose.

ARTICLE IX

SHAREHOLDER QUORUM

The presence, in person or by proxy, of shareholders holding of record fifty-one (51%) of the total number of shares of the Corporation, then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business at any meetings of shareholders of the Corporation.

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator is:

Denise M. Creehan
7588 E. County Hwy. 30 A
#6
Santa Rosa Beach, FL 32459

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles
on this 21 day of May, 1999.

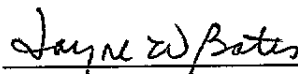


Denise M. Creehan

STATE OF FLORIDA

COUNTY OF OKALOOSA

BEFORE ME, the undersigned officer, appeared DENISE M. CREEHAN, Incorporator, who is personally known to me and who did take an oath, for the purpose of lawfully executing these Articles of Incorporation.

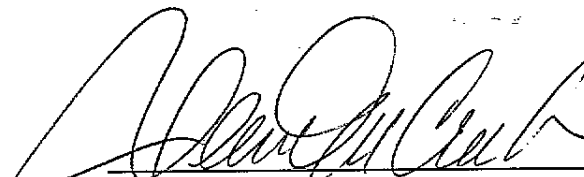


Notary Public

My Commission Expires:

ACCEPTANCE BY THE REGISTERED AGENT

I, DENISE M. CREEHAN, hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on this 21 day of May, 1999.


Denise M. Creehan, Registered Agent

99 JUL 27 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED