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Andrew J. Connolly, P.A.

Andrew J. Connolly, Esq.  
Of Counsel:  
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Cove Shopping Center  
1618 S. E. 3rd Court  
Deerfield Beach, 33441  
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August 5, 1999

Div. of Corporations - Dept. of State  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: The Catalogue Store, Inc.  
Dear Sir:

Enclosed please find the original Articles of Incorporation the  
above proposed corporation together with my check in the amount  
of \$122.50 to cover the following:

Filing Fee	\$35.00
Registered Agent Designation	35.00
Certified Copy Articles	<u>52.50</u>
Total	\$122.50

Please return a certified copy of the Articles of Incorporation  
Thank you for your assistance in this matter.

Sincerely yours,

Andrew J. Connolly

AJC:ks

Encs.

FILED  
99 AUG -9 AM 9:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-08/09/99--01144--002  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

8-13  
45

ARTICLES OF INCORPORATION

OF

The Catalogue Store, Inc.

FILED  
99 AUG -9 AM 9:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME:

The name of this corporation is: The Catalogue Store, Inc.

ARTICLE II

MAILING ADDRESS:

The mailing address of this corporation shall be:

1618 S.E. 3<sup>rd</sup> Ct.  
Deerfield Beach, Fl. 33441

ARTICLE III

PURPOSE: This corporation is organized to engage in any lawful business.

ARTICLE IV

CAPITAL STOCK:

This corporation is authorized to issue 1,000,000 shares of Common Stock at the par value of \$1.00 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of this corporation is: 1618 S.E. 3<sup>rd</sup> Ct. Deerfield Beach, Fl. 33441

The name of the initial registered agent of this corporation at that address is: Andrew J. Connolly

ARTICLE VI

INCORPORATOR:

The name and address of the person signing these Articles is:  
Andrew J. Connolly, 1618 S.E. 3<sup>rd</sup> Ct. Deerfield Beach, Fl. 33441

ARTICLE VII

INDEMNIFICATION:

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

ARTICLE VIII

AMENDMENT:

This 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.

ARTICLE IX

CONFLICT OF INTEREST:

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any shareholder or officer of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with the said person, persons, firm, or corporation and each and every person who may become an officer, shareholder, or fiduciary of this corporation is hereby relieved from any

liability that might otherwise exist from contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may in any way be interested. --

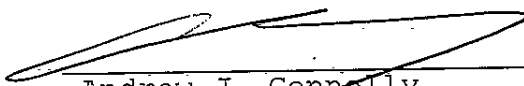
ARTICLE X

Existence:

This corporation shall begin its existence on August 5, 1999.

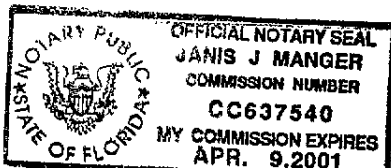
IN WITNESS WHEREOF, the undersigned Incorporator executes these Articles of Incorporation this August 5, 1999

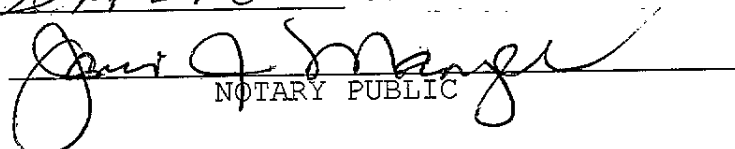
Incorporator

  
Andrew J. Connolly

STATE OF FLORIDA  
COUNTY OF BROWARD

THE FOREGOING INSTRUMENT was acknowledged before me this August 5, 1999, by Andrew J. Connolly who is personally known to me or who has produced Driver's License as identification.



  
NOTARY PUBLIC

MY COMMISSION EXPIRES:

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as Registered Agent of: The Catalogue Store, Inc., and my address for that purpose is: 1618 S.E. 3<sup>rd</sup> Ct. Deerfield Beach, FL. 33441

  
Andrew J. Connolly