



Douglas Donsky

Certified Public Accountant

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August 12, 1999

Department of State
Division of Corporations
New Filings Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Dress Up, Inc.

Dear Sirs;

I have enclosed the following for the incorporation of the above referenced entity:

1. An originally signed and notarized copy of the Articles of Incorporation along with a two duplicates to be returned to me upon filing.
2. A Registered Agent Certificate
3. A \$70.00 check made payable to the Department of State.

Should you have any questions regarding this filing, please contact me at the address given above.

Very truly yours,

Douglas Donsky, C.P.A.

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-08/13/99-01078-012
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EFFECTIVE DATE
8-12-99

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

Dress Up, Inc.

EFFECTIVE DATE
8-12-99

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Dress Up, Inc..

ARTICLE II: PURPOSE

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

ARTICLE III: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV: CAPITAL STOCK

(a) Authorized Shares. The total number of shares that may be issued by the corporation is 1,000, all of which shall be of the same class, shall be of the par value of \$1.00 per share, and shall be designated common stock.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

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TALLAHASSEE, FLORIDA

(e) Preemptive Rights. Shareholders shall have no preemptive rights.

(f) Cumulative Voting. Cumulative voting shall not be permitted.

(g) Restrictions on Transfers of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE V: REGISTERED AND PRINCIPAL OFFICES

The street address of the initial registered office of this corporation is 2413 S. 3rd St., Jacksonville Beach, FL 32250 and the name of the initial registered agent of this corporation at that address is Laura-Todd Lemons.

The mailing address of the corporation is 2413 S. 3rd St., Jacksonville Beach, FL 32250.

ARTICLE VI: DIRECTORS

(a) Number. The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The name and address of initial director, until the first annual meeting of the shareholders, is as follows:

Laura-Todd Lemons

2 6 M a r i a P l a c e
Ponte Vedra Beach, FL 32082

(c) Compensation. The board of directors is hereby specifically authorized to make provision for the reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII: BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

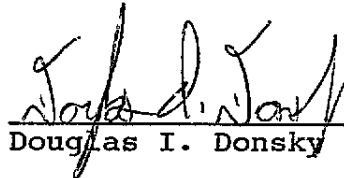
ARTICLE VIII: INCORPORATOR

The name and street address of the incorporator of this corporation is:

Douglas I. Donsky

9780 Creekfront Road, #505
Jacksonville, FL 32256

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation as of this 12th day of August, 1999.



Douglas I. Donsky

STATE OF FLORIDA

COUNTY OF DUVAL

Subscribed and sworn to (or affirmed) before me this 12 day of August, 1999, by Douglas I. Donsky, who is personally known to me or has produced FLD520169574070 as identification, and who did not take an oath.

NOTARY PUBLIC:

sign:

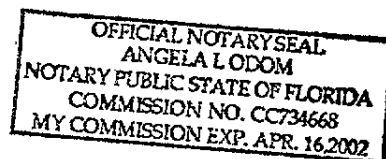
Angela Odom

print:

Angela Odom

State of Florida at Large
(Seal)

My Commission Expires:



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 Dress Up, Inc., desiring to organize under the laws of the State of Florida with its principal office, is indicated in the Certificate of Incorporation, at the City of Jacksonville, County of Duval, State of Florida, has named Laura-Todd Lemons, located at 2413 S. 3rd St., Jacksonville Beach, FL 32250, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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 provision of said Act relative to keeping open said office.

BY Laura-Todd Lemons
Registered Agent

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TALLAHASSEE, FLORIDA

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