

P99000089530

Susan Jaeckle
P.O Box 1585
Key Largo, FL 33037
October 3, 1999

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100003007781--1
-10/06/99--01086--014
*****78.75 *****78.75

RE: Boutique & Beyond, Inc.


Déar Sir/Madam:

Relative to the above proposed Florida Corporation, I enclose original Articles of Incorporation and Acceptance of Registered Agent. Please return one certified copy of the Articles to the above address.

I also enclose a check in the amount of \$ 78.75 to cover all filing fees.

Thank you.

Sincerely,


Susan Jaeckle

Enclosures

FILED
99 OCT -6 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN OCT 11 1999

ARTICLES OF INCORPORATION
OF
BOUTIQUE & BEYOND, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME AND ADDRESS. The name of this corporation shall be
Boutique & Beyond, Inc., and its principal office address is:

100460 Overseas Highway, Key Largo, Florida 33037.

ARTICLE II. DURATION. This corporation is to exist perpetually.

ARTICLE III. PURPOSE. This corporation is organized for the purpose of the
transaction of any lawful business for which corporations may be incorporated
under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK. This corporation is authorized to issue
one thousand (1,000) shares of common stock at \$ 1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT. The street address
of the initial registered office of this corporation is 100460 Overseas Highway, Key Largo,
Florida, 33037, and the name of the initial Registered Agent of this corporation
at that address is Susan Jaeckle.

ARTICLE VI. INITIAL BOARD OF DIRECTORS. This corporation shall have
one (1) director initially. The number of directors may be either increased or
diminished from time to time by the by-laws but shall never be less than one (1).

The name and address of the initial director is:

Susan Jaeckle
President/Secretary/Treasurer

100460 Overseas Highway
Key Largo, FL 33037

ARTICLE VII. INCORPORATOR. The name and address of the person signing these Articles of Incorporation is:

Susan Jaeckle	100460 Overseas Highway
President/Secretary/Treasurer	Key Largo, FL 33037

ARTICLE VIII. INITIAL SHAREHOLDERS. Shares of capital stock of this corporation shall be issued initially to the following persons in the amounts set opposite their names:

Susan Jaeckle	1,000 Shares.
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ARTICLE IX. AMENDMENTS. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4 day of October, 1999.



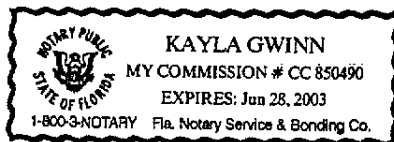
Susan Jaeckle

STATE OF FLORIDA

COUNTY OF MONROE

Before me, the undersigned authority, personally appeared Susan Jaeckle, who
acknowledged before me that he executed these Articles of Incorporation for the
reasons and purposes therein stated and that they are true and correct.

SUBSCRIBED AND SWORN TO THIS 4th Day of October, 1999,



Kayla Gwinn
Notary Public

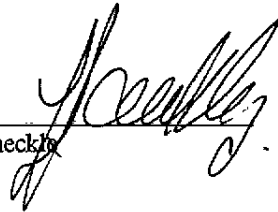
My Commission Expires June 28th, 2003

ACCEPTANCE OF REGISTERED AGENT

FILED
99 OCT -6 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as Registered Agent to accept service of process of
Boutique & Beyond, Inc., as designated in these Articles, I hereby
accept and agree to act in this capacity and to comply with the provisions of said
Act relative to keeping said office open.

DATED this 4th day of October, 1999.



Susan Jaeckle