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Florida Department of State  
Division of Corporations  
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To:  
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Account Name : EMPIRE CORPORATE KIT COMPANY  
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99 NOV -3 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**CLARA'S CLOSET THRIFT SHOPPE, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
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25331

**H99000027853****ARTICLES OF INCORPORATION****OF****Clara's Closet Thrift Shoppe, Inc.**

The undersigned hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

**ARTICLE I****CORPORATE NAME**

The name of this corporation is Clara's Closet Thrift Shoppe, Inc. The principal place of business and mailing address for the corporation is: 815 State Road 7, Hollywood, Florida.

**ARTICLE II****PURPOSE**

The general purpose or purposes for which the corporation is initially organized shall be to engage in the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida General Corporation Act; and the corporation shall have the power to take all action and do all things necessary and proper to carry out the foregoing purposes.

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**ARTICLE VI****NUMBER OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time, by the by-laws adopted by the stockholders, but shall never be less than one (1).

**ARTICLE VII****INITIAL BOARD OF DIRECTORS AND OFFICERS**

The names and addresses of the initial Board of Directors of this Corporation and their offices are:

<u>NAME</u>	<u>ADDRESS</u>
Barbara G. Hagen President/Secretary	815 State Road 7 Hollywood, Florida

**ARTICLE VIII****SUBSCRIBER**

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Barbara G. Hagen	815 State Road 7 Hollywood, Florida

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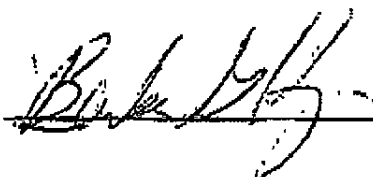
**ARTICLE IX****CUMULATIVE VOTING FOR DIRECTORS**

At all elections of directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of shares which he is entitled to vote multiplied by the number of directors to be elected; and he may cast all such votes for a single director, or may distribute them among any number of directors to be elected.

**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 a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator, have executed these Articles of Incorporation this 21 day of October, 1999.

 (SEAL)

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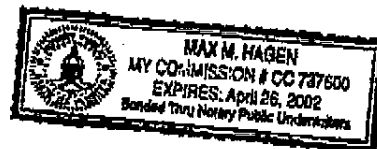
STATE OF FLORIDA     )  
                              ) ss:  
COUNTY OF BROWARD     )

BEFORE ME, the undersigned authority, personally appeared to me, Barbara G. Hagen, well known and known to me to be the individual described in, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Hollywood, County of Broward, State of Florida, this 31 day of October A.D., 1999.

  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST--THAT Clara's Closet Thrift Shoppe, Inc.  
CORPORATE NAME

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF  
HOLLYWOOD, STATE OF FLORIDA, HAS NAMED KEVIN L. HAGEN LOCATED  
AT 3990 SHERIDAN STREET, SUITE 104, CITY OF HOLLYWOOD, STATE OF  
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDASIGNATURE Barbara G. Hagen

BY: Barbara G. Hagen

TITLE: President

Dated this 31 day of Oct., 1999.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO  
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Kevin L. Hagen

KEVIN L. HAGEN  
RESIDENT AGENT

Dated this 31 day of Oct., 1999.

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