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November 4, 1999

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*****122.50 *****78.75

Secretary of State
Corporate Records Bureau
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation
The Boudoir, Inc.

Gentlemen/Ladies:

Enclosed please find Articles of Incorporation to be filed for The Boudoir, Inc. in Pinellas County. We would appreciate your expediting the recording quickly and thank you in advance for your help.

Feel free to call us with any questions at (727)791-0031

Sincerely,

G. Michael Mackenzie
G. Michael Mackenzie
GMM/pgh

99 NOV -5 AM 8:04
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

11-9-99
2

ARTICLES OF INCORPORATION
OF
THE BOUDOIR, INC.

FILED
99 NOV -5 AM 8:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME.

The name of the corporation is **THE BOUDOIR, INC.**

ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT.

The principal office of the Corporation is at 362 Scotland St., Dunedin, Florida 34698 in Pinellas County, State of Florida. The registered agent at this address is ANN MARIE FIZZANO.

ARTICLE III. DURATION.

The Corporation shall have perpetual existence.

ARTICLE IV. NATURE OF BUSINESS.

The general nature of the business to be transacted by this corporation is the retail sale of linens and other dry goods, and any other activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. POWERS.

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the state of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

- (A) To elect or appoint officers and agents of the Corporation and to fix their compensation;
- (B) To act as an agent for any individual, association, partnership, corporation or other legal entity;
- (C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;
- (D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation;
- (E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE VI. CAPITAL STOCK

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is 1,000 shares at \$.50 par value.

Section 2. Pre-emptive rights. The holder of any shares of the stock of the Corporation shall have pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VII. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business is \$500.00 Dollars.

ARTICLE VIII. DIRECTORS.

This corporation shall not have Directors, but will be managed by the stockholders.

ARTICLE IX. INITIAL OFFICERS

The names and street address of the officers of the corporation, who, subject to this Charter, By-laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until an election is held by the stockholders for the election of permanent officers, or until their successors have been duly elected and qualified, are:

<u>NAME & ADDRESS</u>	<u>OFFICE</u>
1236 Ann Marie Fizzano 126 Pine Ridge Circle West # H-3 Tarpon Springs, Florida 34689	President/Treasurer
Michele McFarland 224 Warren Ave. Baltimore, MD 21230	Vice Pres./Secretary

ARTICLE X. SUBSCRIBERS

The names and the street addresses of the subscribers of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefor are:

<u>NAME & ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
1236 Ann Marie Fizzano 126 Pine Ridge Circle West # H-3 Tarpon Springs, Florida 34689	500	\$250.00

Michele McFarland
224 Warren Ave.
Baltimore, MD 21230

500

\$250.00

IN WITNESS WHEREOF, the undersigned have hereunto set their hands to the foregoing Articles of Incorporation for THE BOUDOIR, INC., this 18th day of October, 1999.


Ann Marie Fizzano
ANN MARIE FIZZANO

Michele McFarland
MICHELE MCFARLAND

STATE OF FLORIDA
COUNTY OF PINELLAS

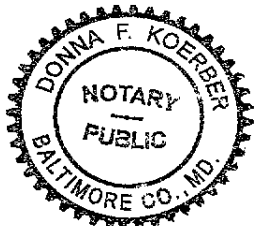
I HEREBY CERTIFY that on this 18th day of October, 1999, personally appeared ANN MARIE FIZZANO, who is ~~is not~~ personally known to me, or who presented Florida Drivers Licenses as identification.

Paulette G. Hill
NOTARY PUBLIC
My Commission Expires

 Paulette G Hill
My Commission CC795314
Expires December 6, 2002

STATE OF MARYLAND
COUNTY OF Baltimore

I HEREBY CERTIFY that on this 11th day of October, 1999, personally appeared MICHELE MCFARLAND, who is ~~is not~~ personally known to me, or who presented Florida Drivers Licenses as identification.



Donna F. Koerber
NOTARY PUBLIC
My Commission Expires: December 19, 2001

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT


I HEREBY ACCEPT the designation of Registered Agent to accept service of process for the Florida Corporation, THE BOUDOIR, INC.


ANN MARIE FIZZANO

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 18th day of October, 1999, personally appeared ANN MARIE FIZZANO, who is / is not personally known to me or who presented a Florida Drivers License as identification.


NOTARY PUBLIC
My Commission Expires:

 Paulette G. Huh
My Commission Expires December 31, 2000

FILED
99 NOV -5 AM 8:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA