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LAW OFFICES OF JUSTIN G. JOSEPH, P.A.
ATTORNEYS AT LAW

Justin G. Joseph
David P. Folkenflik
*Amy G. Cohen**
*Certified Family Mediator

1266 S. Pinellas Avenue
Tarpon Springs, FL 34689
Tel : 727-938-2227
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November 12, 1999

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Judaic Giraffe, Inc.

900003044539--0
-11/15/99--01123--007
*****70.00 *****70.00

Dear Sir(s):

Enclosed for filing with your office, please find proposed Articles of Incorporation for Judaic Giraffe, Inc.

Additionally, I am enclosing our client's check in the amount of \$70 to cover the following itemized expenses:

Filing Fees	\$ 35.00
Registered Agent Designation	<u>\$ 35.00</u>
TOTAL	\$ 70.00

Thank you for your assistance in this matter.

Very truly yours,


Karen H. Midkiff

KHM
Enclosure(s)

F. CHESBROUGH

NOV 1. 6 1999

ARTICLES OF INCORPORATION

OF

JUDAIC GIRAFFE, INC.

The undersigned ELLIE GEIER does hereby make, subscribe, acknowledge and files these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The names of this corporation shall be JUDAIC GIRAFFE, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted is general sale of merchandise and apparel.

The corporation is organized for the purpose of transacting any and all other lawful business and is organized to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall consist of One Thousand (1000) shares of common stock with par value of One Dollar (\$1.00).

The initial stockholders shall be ELLIE GEIER and ROBERT GEIER. Initial stock issued shall be Five Hundred (500) shares to ELLIE GEIER and Five Hundred (500) shares to ROBERT GEIER.

The 1000 shares held by the initial stockholders as listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining stockholders or to this corporation.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered and corporate office of this corporation is 121 E. Lime Street and the name of the initial registered agent of this corporation at that address is ROBERT GEIER.

ARTICLE VI

MANAGEMENT OF BUSINESS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the shareholders of this corporation. This corporation will not have directors.

ARTICLE VII

OFFICERS OF THE CORPORATION

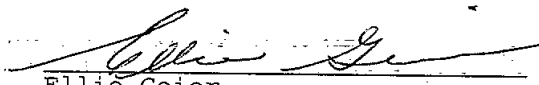
The officers of the corporation shall be ELLIE GEIER, President and Secretary.

ARTICLE VIII

INCORPORATORS

The name and address of the initial incorporator to these Articles of Incorporation are:

121 E. Lime Street
Tarpon Springs, FL 34689

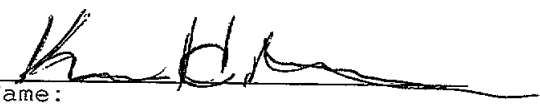

Ellie Geier

STATE OF FLORIDA)
) SS:
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 12 day of November, 1999, by ELLIE GEIER, who is personally known to me or who has produced () a Driver's License or Non-Driver's I.D. issued by Florida or any other U.S. State; () a U.S. Passport or a Foreign Passport stamped by the U.S. Immigration and Naturalization Services; () a U.S. Military I.D.; () a Canadian or Mexican Driver's License issued by an official agency; () for an inmate in custody, an I.D. issued by the Florida Department of Corrections, as identification and who (did)(did not) take an oath.



Karen H. Midkiff
MY COMMISSION # CC720668 EXPIRES
April 25, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


Name:
Notary Public-State of Florida
Commission No.:

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:

JUDAIC GIRAFFE, INC., desiring to organize or qualify under
the laws of the State of Florida, with its principal place of
business at the City of Tarpon Springs, State of Florida, has
named ROBERT GEIER, located at 121 E. Lime Street, Tarpon
Springs, FL 34689 as its agent to accept service of process
within Florida.

SIGNATURE: *Ellen Geier*

TITLE: INCORPORATOR

DATE: 11/12/99

Having been named to accept service of process for the
above-stated corporation, at the place designated in this
certificate, I hereby accept 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.

Robert Geier
ROBERT GEIER

Date 11/12/99

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA