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-12/14/99-01055-024
*****78.75 *****78.75

Please return the documents to:

Ben H. Moore
1400 West Fairbanks Avenue
Winter Park, FL 32789

Thank you for your attention to this matter.

Sincerely,

Ben H. Moore

407-695-8874

FILED
99 DEC 13 AM 11:42
CLERK OF DISTRICT COURT
JANUARY 1999

AK
12-14-99

ARTICLES OF INCORPORATION

It's Bloomings Deales, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

It's Bloomings Deales, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7557 Park Springs Circle
Orlando, FL 32835

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares at a \$1.00 Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Wayne H. Freeman
7557 Park Springs Circle
Orlando, FL 32835

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

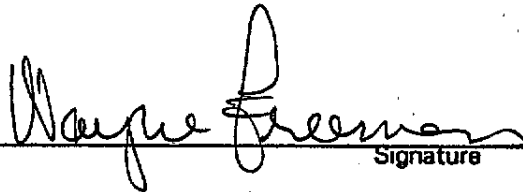
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Wayne H. Freeman
7557 Park Springs Circle
Orlando, FL 32835

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

29th day of October, 1999.


Signature

Signature

Signature

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: It's Bloomings Deales,
Deales, Inc.

2. The name and address of the registered agent and office is:

Wayne H. Freeman

(Name)

7557 Park Springs Circle

(P.O. Box not acceptable)

Orlando, FL 32835

(City/State/Zip)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Wayne Freeman
(Signature)

10/29/99
(Date)