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Scott R. Fransen
Attorney at Law
P.O. Box 4965

Winter Park, FL 32793

(Address)

(City/State/Zip/Phone #)

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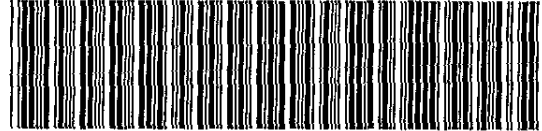
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03 MAR 24 PM 4:12
STATE
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
RACHELLE'S IMPORTS, INC.

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TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of this corporation is **RACHELLE'S IMPORTS, INC.**

ARTICLE II

The existence of the corporation shall begin on March 20, 2003, or as soon thereafter as possible.

ARTICLE III

The street address of the principal office of the corporation is 4534 Flatwood Lane, Orlando, FL 32829.

ARTICLE IV

The maximum number of shares this corporation is authorized to issue is 1,000, with no par value, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the corporation's registered office is 4534 Flatwood Lane, Orlando, FL 32829. The initial registered agent for the corporation at that address is Maria Burque.

ARTICLE VI

The name and street address of the incorporator of these articles of incorporation is Scott R. Fransen, Attorney at Law, P.O. Box 4965, Winter Park, FL 32793.

ARTICLE VII

All notices to directors and shareholders must be in writing unless oral notice is reasonable under the circumstances. Oral notice is deemed reasonable when the failure to act will clearly result in serious harm to the corporation. Oral notice is deemed

reasonable when a quorum of directors or shareholders, as the case may be, waives notice in writing. The standard that shall be applied to this clause and in other corporate matters is the reasonable business judgment rule.

ARTICLE VIII

Shareholders may adopt, amend, and repeal the bylaws.

ARTICLE IX

The board of directors shall authorize the issuance of shares on receipt of proper consideration, which may be money, money's worth, or services.

ARTICLE X

Shares of stock shall be issued without certificates, except that the board of directors may issue shares of stock if, in its business judgment, a purpose would be served.

ARTICLE XI

Waiver of notice by a shareholder need not specify the business to be transacted at or the purpose of any regular or special meeting.

ARTICLE XII

A quorum of shareholders consists of the holders of two-thirds of the number of shares issued. A quorum of the board of directors consists of all directors in attendance at a regularly scheduled or regularly noticed meeting. Otherwise, two-thirds of all directors constitute a quorum. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board.

ARTICLE XIII

The board of directors consists of three individuals, except that the shareholders may choose to elect fewer than three individuals if the number of persons who are shareholders is fewer than three. In the event two directors cannot agree, the matter is referred to a vote of shareholders, who shall then decide the matter.

ARTICLE XIV

The corporation shall indemnify its officers, directors, and shareholders, and may indemnify its employees, for acts, events, conduct, failure to act, or any claims whatsoever arising out of the conduct of the business of the corporation, for events

occurring during regular business hours, and for events that occur at the corporate place of business, or otherwise in the sole business judgment of the board of directors.


ARTICLE XV

A vacancy on the board may be filled by a vote of a majority of the remaining directors, and the director so appointed shall serve until the next regularly scheduled annual meeting, except that the directors may choose, if a quorum consents, to leave the vacancy open. At the annual meeting of shareholders, the shareholders shall elect those directors to serve for the next year. Directors shall, however, continue to serve until their successors are elected and take office.


ARTICLE XVIARTICLE XVIARTICLE XVI

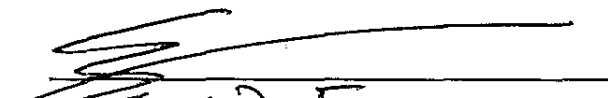
Officers and Directors may resign at any time, and may be removed at any time. Only Directors may remove officers. Officers may be removed with or without cause. Only shareholders may remove Directors. Directors may be removed with or without cause. In each case, a quorum may adopt a resolution to effect the removal.

The undersigned has executed these articles of incorporation on
9-12-, 2002.


Maria Burque

WITNESSES:


Leslie N. Salas-standish
(Type or print witness' name)


Scott P. Fransen
(Type or print witness' name)

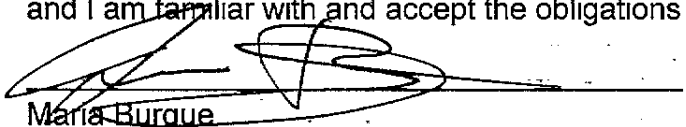
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED,
CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA,
SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE REGISTERED AGENT
IN THE STATE OF FLORIDA.

1. The name of the corporation is: Rachelle's Imports, Inc.
2. The name and address of the registered agent and office is:

Ms. Maria Burke
4534 Flatwood Lane
Orlando, FL 32829

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I 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.


Maria Burke
4534 Flatwood Lane
Orlando, FL 32829

9-12-02
Date

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