

APR-18-1997 11:41 FROM THE COMPANY CORP.

TO

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P97000035041

((H97000006345 7)))

TO: DIVISION OF CORPORATIONS
(904)922-4001

FAX #:

FROM: THE COMPANY CORPORATION
076660001006

ACCT#:

CONTACT: REGINA CEPHAS
PHONE: (302)575-0440
(302)575-1346

FAX #:

NAME: BUTTONS, INC.

AUDIT NUMBER.....H97000006345

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

APR 18

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
BUTTONS, INC.

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the State of Florida do hereby certify the following:

FIRST: The name of the corporation shall be BUTTONS, INC.

SECOND: The address of the initial registered office of the corporation is 200-A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 392 Ocean Blvd., Atlantic Beach, FL 32233.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 100 shares at no par value.

SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:

Sarah Deprin 392 Ocean Blvd., Atlantic Beach, FL 32233.
Eve Beardall 1325 Beach Ave., Atlantic Beach, FL 32233.

SEVENTH: The duration of the corporation is perpetual.

EIGHTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Wendy Snow 1313 N. Market St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 16th day of April, 1997.

Wendy Snow

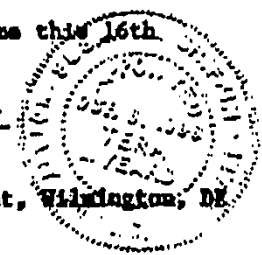
State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 16th day of April, 1997 by Wendy Snow.

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

Susan M. Griffin
Notary Public



This document was prepared by Wendy Snow, 1313 N. Market Street, Wilmington, DE 19801-1151 (302) 575-0440

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

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this BUTTONS, INC. desiring to
organize under the laws of the state of Florida with its principal place of business located in
the city of Atlantic Beach, State of Florida, has named Larry Wolfe
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of
process within Florida.

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.


Larry Wolfe

April 16, 1997
Date

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