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LAW OFFICES
JOHN HAILE, P.A.
P.O. BOX 1200
119 U.S. 27 SOUTH
LAKE PLACID, FLORIDA 33852
—
(941) 465-1902
FAX (941) 465-2001

PRACTICE LIMITED TO ESTATE PLANNING
WILLS, TRUSTS AND ESTATE TAXATION
ESTATE AND TRUST LITIGATION

SEBRING (941) 382-4455
WINTER HAVEN (941) 293-9994
ARCADIA (941) 494-4542
BOCA RATON (407) 391-8291
FLAGLER BEACH (904) 439-4556

January 21, 1997

Secretary of State
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

200002066242--3
-01/23/97--01064--008
*****70.00 *****70.00

RE: ADORNMENTS, LTD.

Enclosed please find the following:

1. An original plus one copy of the Articles of Adornments, Ltd.,
2. Certificate designation Resident Agent,
3. Our check in the amount of \$70.00

Please forward to me a stamped copy of the Articles of Incorporation.

Thank you for your attention to this matter.

Very truly yours,

John S. Haile
John S. Haile

997A - 6078
1-9-97
D

W97-2112
505
625
2439

JSH/ss
Enclosures

FILED
97 FEB -3 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 29, 1997

JOHN S. HAILE
POST OFFICE BOX 1200
LAKE PLACID, FL 33852

SUBJECT: ADORNMENTS, LTD.
Ref. Number: W9700002112

We have received your document for ADORNMENTS, LTD. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The effective date is not acceptable since it is not within five working days of the date of receipt.

The use of the abbreviation "Ltd." does not clearly indicate that this is a corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 397A00004509

ARTICLES OF INCORPORATION
OF
ADORNMENTS, INCORPORATED

97 FEB -3 PM 12:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby form, organize and incorporate under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, right, privileges and immunities of corporations for profit.

ARTICLE I

The name of this corporation shall be ADORNMENTS, INCORPORATED.

ARTICLE II

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State. Its effective date in which it commenced doing business is January 1, 1997, for accounting purposes only.

ARTICLE III

The address of the principal office is P.O. Box 1200, Lake Placid, Florida 33862, the mailing address is the same.

ARTICLE IV

The corporation is organized for the specific purpose of any and all lawful business permitted by the state of Florida.

ARTICLE V

This corporation is authorized to issue 7,500 shares of one dollar par value common stock which shall be designated "Common Shares". The stated valuation of each share shall be fixed by the Board of Directors.

ARTICLE VI

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The name and address of the initial Board of Directors of this corporation is:

NAME

ADDRESS

Audrey L. Haile

P.O. Box 1200
Lake Placid, Florida 33862

ARTICLE VII

The street address of the initial registered office of this corporation is 119 U.S. 27 South, Lake Placid, Florida 33852 and the name of the initial registered agent of this corporation at that address is JOHN HAILE, P.A.

ARTICLE VIII

The name and address of each person signing these Articles is:

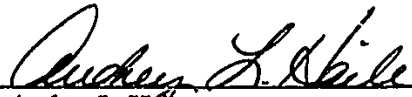
NAME

ADDRESS

Audrey L. Haile

P.O. Box 1200
Lake Placid, Florida 33862

The undersigned incorporator has executed these Articles of Incorporation this 3rd day of February, 1997.


Audrey L. Haile

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 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:

ADORNMENTS, INCORPORATED.

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

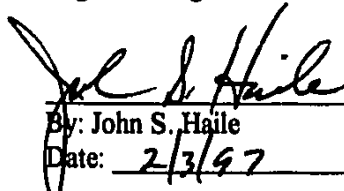
JOHN HAILE, P.A.
119 U.S. 27 South
Lake Placid, Florida 33852

97 FEB -3 PM 12:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

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.

JOHN HAILE, P.A.
Registered Agent


By: John S. Haile
Date: 2/3/97