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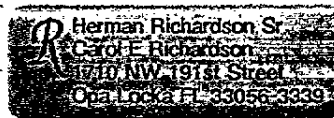
Jan. 13, 2000

To whom it may concern,

I Carol Richardson have
already, filed for the fictitious
name. I would like to file
now to have the name incorporated.
Carol's Inspirational Gifts Inc.
Thank you.
Copy enclosed.

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-01/18/00--01104-021
*****70.00 *****70.00

Sincerely,
Carol Richardson



FILED
2000 JAN 18 AM 7:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell JAN 26 2000

ARTICLES OF INCORPORATION

OF

Carol's Inspirational Gifts, Inc.

FILED

2000 JAN 18 AM 7:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of this corporation is **Carol's Inspirational Gifts, Inc.**

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose on engaging in any activity or business permitted under the laws of the United States of America and Florida.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is:

**5800 Hollywood Blvd. #2224
Hollywood, Florida 33021**

ARTICLE V - CAPITAL STOCK

The aggregate number of share of the Common Stock (the "Common Stock") which this corporation is authorized to issue is 100 shares, par value \$1.00 (one dollar) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **1710 NW 191 Street, Opa Loca, Florida, 33056** and the name of the initial registered agent is **Carol Richardson**.

ARTICLE VII - DIRECTORS

The number of directors of this corporation shall be provided in the By-laws of the Corporation, but shall not at any time be less then two. Except as may otherwise be required by law. The names and addresses of the initial directors of the Corporation are:

**Carol Richardson
1710 NW 191 Street
Opa Locka, Florida 33056**

**Herman Richardson
1710 NW 191 Street
Opa Locka, Florida 33056**

ARTICLE VIII - INCORPORATOR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and address of the person signing these articles is:

Carol Richardson
1710 NW 191 Street
Opa Locka, Florida 33056

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 14TH day of JAN 2000.


Incorporator

ACCEPTANCE BY REGISTER AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT
IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS
OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF
DUTIES.

Dated this 14TH day of JAN 2000.


Registered Agent