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February 23, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

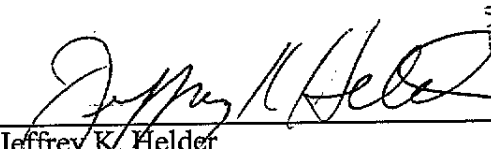
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SUBJECT: **Timeless Elegance, Inc.**

Dear Ladies and Gentlemen:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$70.00 for the filing fee.

FROM:


Jeffrey K. Helder
Cunningham Dalman, P.C.
321 Settlers Road
Holland, MI 49423
(616) 392-1821

FILED
00 FEB 29 AM 12:31
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

RECEIVED MAR 7 2000

ARTICLES OF INCORPORATION

of

TIMELESS ELEGANCE, INC.

FILED
00 FEB 29 AM 12:31
CLERK OF COURT
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the Corporation is: **Timeless Elegance, Inc.**

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Ten Thousand shares (10,000) of One Dollar(s) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

Name: Amy J. Das

Address: 2160 Captain's Walk

City: Vero Beach Florida Zip 32963-2821

The principal office, if known, or the mailing address of the corporation is:

Name: Amy J. Das

Address: 2160 Captain's Walk

City: Vero Beach Florida Zip 32963-2821

ARTICLE VI - INCORPORATORS

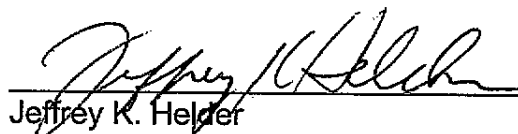
The name and address of the incorporator signing these Articles of Incorporation is as follows:

Name: Jeffrey K. Helder

Address: 321 Settlers Road

City: Holland Michigan Zip 49423

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 23rd day of February, 2000.

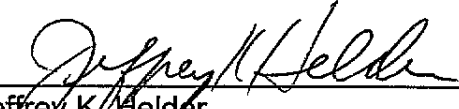
 (Seal)
Jeffrey K. Helder

STATE OF MICHIGAN

)
)SS
)

COUNTY OF OTTAWA

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:



Jeffrey K. Helder

Driver's License

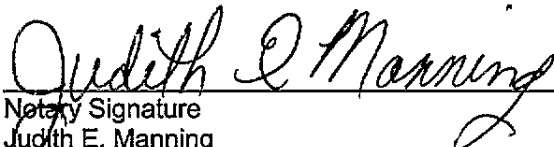
Form of Identification

known to me and known by the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that Jeffrey K. Helder executed these Articles of Incorporation, that I relied upon the form of identification of the above named person as indicated opposite each name, and that an oath was not taken.

NOTARY RUBBER STAMP SEAL

Witness my hand and official seal in the
County and State last aforesaid this

23rd day of February, 2000.



Notary Signature
Judith E. Manning
Notary Public, State of Michigan
My commission expires: 6/22/2001

**CERTIFICATE OF ACKNOWLEDGMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

TIMELESS ELEGANCE, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 2160 Captain's Walk

Vero Beach, Florida 32963-2821

has named Amy J. Das

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

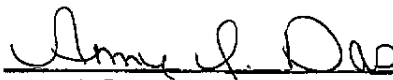
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB 29 AM 12:31

FILED

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process of the above
stated corporation at the place designated in this certificate, and being familiar with the
obligations of that position, I hereby accept to act in this capacity, and agree to comply
with the provisions of Florida Law in keeping open said office.



Amy J. Das (registered agent)