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DONNA SIMIONE PEPLIN
3397 SW 44TH COURT
FT. LAUDERDALE, FL 33312
954-983-1261

APRIL 26, 2000

Department of State
Division of Corporations
P.O. BOX 6327
Tallahassee, Fl 32314

100003229871--2
-04/28/00--01117--014
*****78.75 *****78.75

SUBJECT: ECLECTIC TREASURES, INC.

Enclosed is an original and one copy of the Articles of Incorporation and a check for \$78.75. Please process these Articles and return one copy to me with the certificate.

Thank you,

DONNA SIMIONE

FILED
00 APR 28 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESLER MAY 1 2000

ECLECTIC TREASURES, INC.

ARTICLE I - Name of Corporation:

The name of this corporation is: ECLECTIC TREASURES, INC.

ARTICLE II-Duration:

This corporation shall have perpetual existence commencing on the this filing of these Articles with the Department of State.

ARTICLE III-Purpose:

This corporation is organized for the transacting of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes as same now exists or may hereafter be amended.

ARTICLE IV-Capital Stock:

This corporation is authorized to issue 100 shares of One-dollar par value common stock, which shall be designated as "Common Shares."

ARTICLE V-Pre-emptive Rights:

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-Initial Registered Office and Agent:

The street and address of the initial registered office of this corporation is:

**3397 S.W. 44TH COURT
FT. LAUDERDALE, FL 33312**

And the name of the initial registered agent of this corporation upon whom service of process may be held is:

DONNA SIMIONE PEPLIN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE VII-Initial Board of Directors:

This corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by Bylaws; however, there shall never be less than one Director or more than five. The name and address of the initial Board of Directors of the corporation is:

DONNA SIMIONE PEPLIN
3397 S.W. 44TH COURT
FT. LAUDERDALE, FL 33312

DORIS WHITE
3397 S.W. 44TH COURT
FT. LAUDERDALE, FL 33312

ARTICLE VIII-Incorporators:

The name and address of the Incorporator signing these Articles is:

DONNA SIMIONE PEPLIN
3397 S.W. 44TH COURT
FT. LAUDERDALE, FL 33312

ARTICLE IX-Indemnification:

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE X-Amendment:

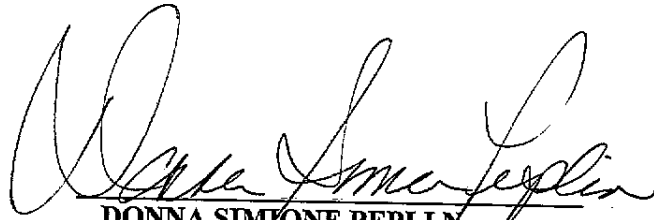
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI-Principal Office & Mailing Address:

The principal Office & Mailing Address of the Corporation is:

3397 S.W. 44TH COURT
FT. LAUDERDALE, FL 33312

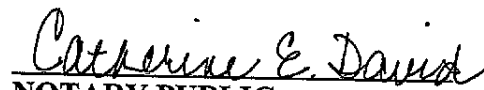
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles
Of Incorporation on:


DONNA SIMONE PEPLIN
Incorporator

STATE OF FLORIDA }
 } SS
COUNTY OF BROWARD }

BEFORE ME, an officer duly authorized to administer oaths and take
acknowledgments, personally appeared who is personally known to me, and
known to be and known by me to be the person who executed the foregoing
Articles of Incorporation, and he acknowledged before me that he executed
those Articles of Incorporation .

IN WITNESS WHEREOF, I have set my hand and seal in the State and
County above, this day April 26, 2000


NOTARY PUBLIC
State of Florida

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: ECLECTIC TREASURES, INC.

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

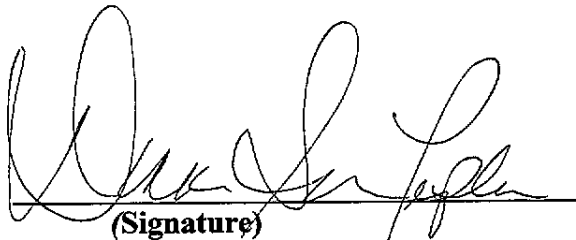
**DONNA SIMIONE PEPLIN
(Name)**

3397 S.W 44TH COURT

**FT. LAUDERDALE, FL 33312
(City/State/Zip)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as a 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.


(Signature)

4/26/00
(Date)