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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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Phone : (305)541-3694
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FILED
2000 MAY 26 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**FANCY NANCY OF PINELLAS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

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The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such Corporation:

1. NAME: The name of the corporation is:

Fancy Nancy of Pinellas, Inc.

2. DURATION: The period of its duration is perpetual.

3. DATE OF INCORPORATION: The date of commencement of corporate existence shall be the date these Articles of Incorporation are accepted for filing by the Florida Department of State.

4. PURPOSE: The purpose is to engage in any activities of business permitted under the laws of the United States and Florida.

5. CAPITAL STOCK: The corporation is authorized to issue 200 shares, all of one class at one dollar par value.

6. PRINCIPAL OFFICE: The office of the Corporation shall be located at:

10212 Seminole Island Drive #10212
Largo, FL 33771

7. INITIAL BOARD OF DIRECTORS: This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial director is:

Nancy L. Otis
10212 Seminole Island Drive #10212
Largo, FL 33773

8. INCORPORATOR: The name and address of the incorporator signing these Articles of Incorporation is:

H. William Van Wagenen
147 N. Belcher Road
Largo, Florida 33771

Prepared By: H. W. Van Wagenen
147N. Belcher Rd.
Largo, FL 33771
(727) 538-0034

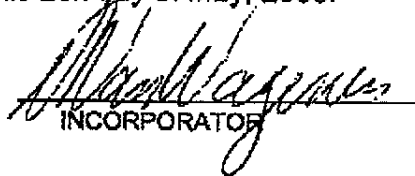
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9. AMENDMENT OF ARTICLES: This corporation reserves the right to amend and repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26th day of May, 2000.



INCORPORATOR

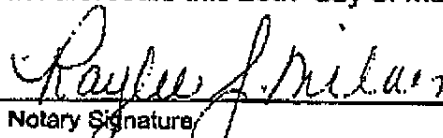
STATE OF FLORIDA
COUNTY OF PINELLAS


I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared H. William Van Wagenen known to me to be the person described in and who executed the foregoing instrument, who acknowledged to me that he executed the same and an oath was not taken. Said person is personally known to me.

Notary Rubber Stamp Seal

Witness my hand and official seal in the County and State last aforesaid this 26th day of May, 2000.

 Raylee J. Milner
My Commission CC582338
Expires September 22, 2001


Notary Signature


Printed Name

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICESECRETARY OF STATE
TALLAHASSEE, FLORIDA

2000 MAY 26 AM 11:21

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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.

First that: Fancy Nancy of Pinellas, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation has named H County of Pinellas, William Van Wagenen, 147 N. Belcher Rd., Suite 1, Largo, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

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.

SIGNATURE


Registered Agent

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