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LAW OFFICES

MARILYN H. OTTO, P.A.

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July 11, 2000

Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Carlton Building
Tallahassee, Florida 32314

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-07/13/00-01058-013

*****78.75 *****78.75

Re: Home and Heart's Desires, Inc.
Articles of Incorporation - Profit Corporation

Dear Sir:

Enclosed find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Kindly file the original Articles and return to this office one (1) certified copy, in the envelope provided. My check in the amount of \$78.75 is enclosed.

Filing Fee:	\$	35.00
Registered Agent Fee	\$	35.00
Certified Copy	\$	8.75
TOTAL:	\$	78.75

Thank you for your prompt attention to this matter.

Very truly yours,



Marilyn H. Otto
MHO:sb
Encl.

cc: Iona Pucine, Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL 13 PM 2:56

FILED

T. Burch

JUL 17 2000

ARTICLES OF INCORPORATION

BY THESE ARTICLES OF INCORPORATION the Incorporator forms a Corporation for profit under Florida Law, Florida Statute §607.

ARTICLE I

The name and address of the Corporation are:

HOME AND HEART'S DESIRES, INC.
8553 Boca Rio Drive
Boca Raton, Florida 33433

ARTICLE II

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of the State of Florida.

ARTICLE III

The purpose or purposes for which the Corporation is organized is to market personal and home accessories and accents to the general public and to enter any further activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The Corporation shall have authority to issue 10,000 shares of stock, all of one class, at \$0.10 par value.

ARTICLE V

The address of the initial registered office shall be 8553 Boca Rio Drive, Boca Raton, Florida, 33433, and the name of the initial Registered Agent is IONA PUCINE.

ARTICLE VI

The Corporation shall have one (1) director initially. The number of Directors shall be fixed by the By-Laws and may be changed from time to time.

00 JUL 13 PM 2:56
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The names and addresses of each member of the First Board of Directors are:

IONA PUCINE
8553 Boca Rio Drive
Boca Raton, Florida 33433

She shall hold office until the first annual meeting of Shareholders.

ARTICLE VII

This Corporation reserves the right to amend or 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. Further, the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders of this Corporation.

ARTICLE VIII

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, Florida Statute §607.

ARTICLE IX

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees, or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Such indemnification shall include, but not be limited to, the expenses, including the cost of any judgment, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any

directors, officers, employees or agents may be entitled as a matter of law or which they may be lawfully granted.

ARTICLE X

The name and street address of the Incorporator are:

IONA PUCINE
8553 Boca Rio Drive
Boca Raton, Florida 33433

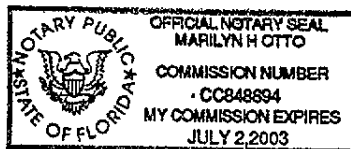
Dated this 11th day of July, 2000.

Iona M. Pucine
IONA PUCINE, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, having been sworn, personally appeared IONA PUCINE, who provided identification (FL 020-413-24-01-0), or who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to the law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Boca Raton, Florida, in said County and State this 11 day of July, 2000.



Marilyn H. Otto
Notary Public
State of Florida

Having been named as Registered Agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, and being familiar with and accepting the duties and responsibilities as registered agent for said corporation, the undersigned accepts the designation.

Iona M. Pucine
IONA PUCINE