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ERNIE C. LISCH
ATTORNEY AT LAW

3011 MANATEE AVENUE WEST
BRADENTON, FLORIDA 34205

November 7, 2000

TELEPHONE
(941) 748-8464
FACSIMILE
(941) 747-1461

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

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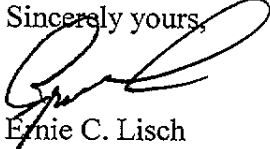
Re: Cottage World, Inc.
Our File No. 00-189

To Whomever It May Concern:

Attached hereto for filing is Certificate of Domestication for Cottage World, Inc., together with a check in the amount of \$128.75.

Thank you for your attention to this matter.

Sincerely yours,


Ernie C. Lisch

ECL/dez
enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Diane
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CERTIFICATE OF DOMESTICATION
OF
COTTAGE WORLD, INC.

FILED
00 DEC 13 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FL 32399

TO: The Department of State of the State of Florida

Pursuant to the provisions of Section 607.1801 of the Florida Statutes, the undersigned Corporation submits the following Certificate for the purpose of becoming domesticated in Florida:

FIRST: The date on which the Corporation first came into being was August 20, 1997.

SECOND: The jurisdiction where the Corporation was first formed was Colorado.

THIRD: The name of the Corporation immediately prior to the filing of this Certificate was COTTAGE WORLD, INC.

FOURTH: The name the Corporation will use in Florida, as set forth in its Articles of Incorporation filed with this Certificate is COTTAGE WORLD, INC.

FIFTH: Immediately prior to the filing of this Certificate, the principal place of business was located at Box 774512, 345 Sixth Street, Steamboat Springs, Colorado 80477.

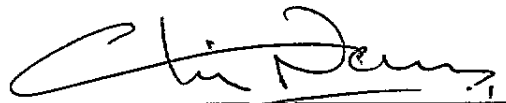
Dated: November 13th, 2000

COTTAGE WORLD, INC.

BY: 

Chris Newman, President

I, Chris Newman, do hereby certify that I am President of Cottage World, Inc., a Colorado corporation, and that I am authorized to sign this Certificate of Domestication on behalf of the Corporation. I further certify that all of the statements in the foregoing instrument are true and correct.



Chris Newman, President

STATE OF FLORIDA

COUNTY OF MANATEE

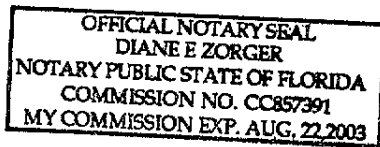
On November 13th, 2000, before me personally appeared Chris Newman, known to me to be the person whose name is subscribed to the instrument within, and acknowledged that he executed the instrument for the purposes contained in the instrument.

IN WITNESS WHEREOF, I sign here and set my official seal.

My Commission Expires: _____

My Commission Number: _____

Diane E. Zorger
Notary Public - State of Florida
Print Name: _____



**ARTICLES OF INCORPORATION
OF**

COTTAGE WORLD, INC.

ARTICLE I - NAME AND CORPORATE ADDRESS

The name of this corporation is COTTAGE WORLD, INC., with its mailing address and principal office located at 6791 Whitfield Industrial Avenue, Unit D, Sarasota, Florida 34243.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 1,000 shares of common stock have a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 6791 Whitfield Industrial Avenue, Unit D, Sarasota, Florida 34243, and the initial registered agent of this corporation at such office shall be CHRIS NEWMAN, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time, but in no case shall the number of directors be less than one. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Chris Newman	1395 Perico Circle Pointe Bradenton, Florida 34209
Nancy Newman	345-6th Street, P.O. Box 774512 Steamboat Springs, Colorado 80477

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TALLAHASSEE FLORIDA

ARTICLE VII - INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation are:

Name

Chris Newman

Address

1395 Perico Circle Pointe
Bradenton, Florida 34209

ARTICLE VIII - INITIAL OFFICERS

The names and street addresses of the initial officers of this corporation are:

Chris Newman - President

1395 Perico Circle Pointe

Bradenton, Florida 34209

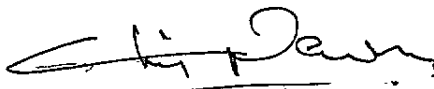
Nancy Newman - Secretary/Treasurer

345-6th Street, P.O. Box 774512

Steamboat Springs, Colorado 80477

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of

Incorporation this 7th day of December, 2000.
I hereby accept designation as
registered agent.



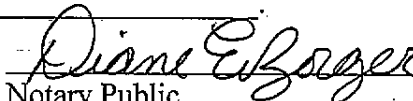
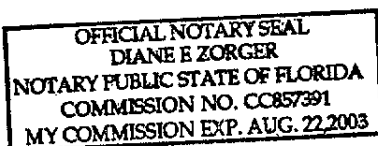
CHRIS NEWMAN, Incorporator/Registered Agent

STATE OF FLORIDA

COUNTY OF MANATEE

The foregoing Articles of Incorporation of Cottage World, Inc. were acknowledged before
me this 7th day of December, 2000, by Chris Newman, as Incorporator, who is personally known
to me or who has produced as identification: _____

My Commission Expires: _____



Notary Public

Print Name: _____

Commission #: _____