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BOARD CERTIFIED IN
WILLS, TRUSTS AND ESTATES

PHILIP H. MONDSCHIEIN, J.D., LL.M.

AVENTURA OFFICE

20801 BISCAYNE BLVD.

SUITE 400

AVENTURA, FLORIDA 33180

(305) 705-0940

December 20, 2001

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

Re: Tracy'S Place, Inc.

Dear Sir:

Enclosed herewith please find original and one copy of the Articles of Incorporation for Tracy's Place, Inc. Please return same by Federal Express to our office as soon as possible. Also please find check in the amount of \$78.75 to cover all filing fees and cost to obtain a certified copy of the Articles of Incorporation.

Thank you for your cooperation herein.

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

Very truly yours, .

Philip H. Mondschein

Philip H. Mondschein

PHM\mh
Enclosures

12-27-01
B

ARTICLES OF INCORPORATION

OF

TRACY'S PLACE, INC.

I, the undersigned, being the incorporator of TRACY'S PLACE, INC., do hereby form a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporating for profit.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

TRACY'S PLACE, INC.

The principal office is:

27748 South Federal Highway
Naranja, Florida 33032

ARTICLE II

NATURE OF BUSINESS

The Corporation shall engage in retail sales and any other transaction or business permitted under the laws of the State of Florida and of the United States of America.

RECEIVED
01 DEC 26 PM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to issue and have outstanding at any one time is One Thousand (1000) Shares of Common Stock at \$1.00 par value per share. All stock is to be issued as fully paid and nonassessable.

ARTICLE IV

POWERS

The Corporation shall have the powers conferred by these Articles, corporate By-Laws, and the laws of the State of Florida and the United States.

ARTICLE V

TERMS OF EXISTENCE

The existence of the corporation is perpetual.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 27748 South Federal Highway, Naranja, Florida 33032. The name and address of the initial registered agent of this Corporation is:

MARY C. ALLEN
27748 South Federal Highway
Naranja, Florida 33032

ARTICLE VII

OFFICERS AND DIRECTORS

The business of the Corporation shall be managed by a Board of Directors. The initial Board of Directors shall be one (1) and may be increased by amendment to the By-Laws. A quorum for the holding of a meeting of the Board of Directors, and for the transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of a majority of the members thereof. But, the directors, by unanimous consent in writing, included in the minutes of the Corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held. The names and post office addresses of the members of the first Board of Directors and slate of corporate officers are as follows:

<u>NAME:</u>	<u>TITLE:</u>	<u>ADDRESS:</u>
MARY C. ALLEN	Director	27748 South Federal Highway
	President	Naranja, Florida 33032
	Secretary	
	Treasurer	

ARTICLE VIII

SUBSCRIBERS

The name and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>SHARES:</u>
MARY C. ALLEN	27748 South Federal Highway Naranja, Florida 33032	100

ARTICLE IX

INTERESTED OFFICERS AND DIRECTORS INDEMNIFICATION

No current or other transaction between this Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or Officer, or are Directors or Officers of such Corporation, and any Director or Directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of this Corporation, or in which this Corporation is interested, and no contract, act or transaction of this Corporation, with any person or persons, firms or corporations, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of this Corporation is hereby relieved from any liability except for fraud, that might otherwise exist from his contracting with this Corporation, in which he may be in any way interested. Any Director of this Corporation may vote upon any contract or any other transaction between this corporation and any subsidiary or controlled corporation without regard to the fact that he is also a Director of such subsidiary or controlled Corporation. Any person made a

party to any action, suit or proceeding relating to the performance by him, or his duties as a Director, Officer or employee of this Corporation or any Corporation which he served as such at the request of this Corporation, shall be indemnified by the Corporation against reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Officer, Director or employee is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other right to which such Director, Officer or employee may be entitled to by law.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors and proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.

ARTICLE XI

1244 STOCK

The stock of the Corporation may be issued pursuant to the

provisions of Section 1244 of the Internal Revenue Code in order for the stockholders of the Corporation to receive the benefits thereunder.

IN WITNESS WHEREOF, I have made, executed and acknowledged these Articles of Incorporation as incorporator, this 20 day of December, 2001.

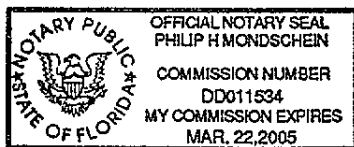
Mary C. Allen
MARY C. ALLEN

STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 20th day of December, 2001, by MARY C. ALLEN, who is personally known to me.

Philip H. Mondschien
Notary Public, State of Florida

My Commission Expires:




Philip H. Mondschien
Name of Acknowledger (Print)

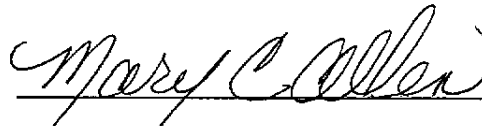
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM SERVICE
MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

FIRST: That TRACY'S PLACE, INC., desiring to organize or
qualify under the laws of the State of Florida, with its
principal place of business at Naranja, State of Florida, has
named MARY C. ALLEN, located at 27748 South Federal Highway,
Naranja, Florida 33032, as its Agent to accept service of process
within Florida.


TITLE: President
DATE: 12-20-01

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES.


TITLE: President
DATE: 12-20-01