

SUPLEE & SHEA, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

T. Raymond Suplee, C.P.A.
Norman J. Shea, III, C.P.A.
Thomas R. Cramer, C.P.A.
Joseph E. Rocklein, III, C.P.A.

P02000067993

June 10, 2002

CERTIFIED, RETURN RECEIPT
NUMBER 7099 3400 0018 8548 3568

800005862088--3
-06/19/02--01048--015
*****78.75 *****78.75

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

Dear Sir or Madam:

Enclosed please find Articles of Incorporation and check for the fee in the amount of \$78.75 for the filing of the following new Florida corporation:

VICTORIA'S CREATIONS, INC.

Please return the filed corporate papers to:

T. Raymond Suplee, C.P.A.
Suplee & Shea, P.A.
800 S. Osprey Avenue
Sarasota, FL 34236

Thank you for your cooperation in this matter.

Sincerely,


T. Raymond Suplee, C.P.A.

TRS/kf

enc.

FILED
02 JUN 19 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials/signature

**ARTICLES OF INCORPORATION
OF**

Victoria's Creations, Inc.

FILED
02 JUN 19 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: Victoria's Creations, Inc.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock, having a One and 00/100 Dollar (\$1.00) par value.

ARTICLE IV. ADDRESS

The street address of Victoria's Creations, Inc. is 3308 East Forest Lake Drive, Sarasota, FL 34232. The street address of the initial registered office of the corporation shall be 3308 East Forest Lake Drive, Sarasota, FL 34232 and the name of the initial registered agent of the corporation at that address is Victoria M. Hurd

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the Regulations issued thereunder. Such action as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII. DIRECTORS AND OFFICERS

This corporation shall have no Directors or Officers, initially. The affairs of Victoria's Creations, Inc. will be managed by the shareholders until such time as Directors are designated as provided by the By-Laws.

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Victoria M. Hurd
3308 East Forest Lake Drive, Sarasota, FL 34232

IN WITNESS WHEREOF, The undersigned has hereunto set his hand and seal on the day of June 11, 2002.

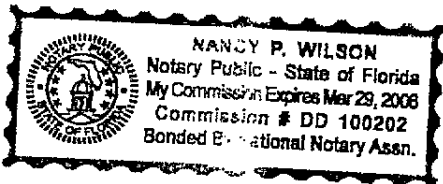
Victoria M. Hurd
Victoria M. Hurd

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that the foregoing was acknowledged before me this 11th Day of June, 2002, by VICTORIA M. HURD, who is personally known to me or has produced _____ as identification.

Nancy P. Wilson
NANCY P. WILSON

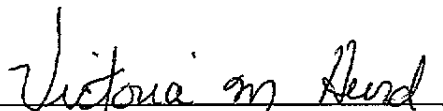
I am a Notary Public in and for the State of Florida and my commission expires MARCH 29, 2006



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

The following is submitted in compliance with chapter 48.091
Florida Statutes.

Victoria's Creations, Inc., a corporation organized under the laws of the State of Florida,
with its principal office at 3308 East Forest Lake Drive, Sarasota, FL 34232 has named Victoria
M. Hurd, located at 3308 East Forest Lake Drive, Sarasota, FL 34232, as its registered agent at
said initial registered office, to accept service of process within this State.


Victoria M. Hurd, Subscriber

Having been named to accept service of process for the above 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.


Victoria M. Hurd, Registered Agent

FILED
02 JUN 19 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA