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June 30, 2004

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gains Street
Tallahassee, Florida 32399

Re: Queen Ann's Lace, Inc.

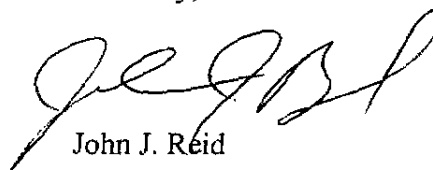
Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-mentioned entity along with our firm's check in the amount of \$78.75 for the following:

<u>Item</u>	<u>Amount</u>
Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	<u>\$ 8.75</u>
TOTAL	\$78.75

Upon acceptance of the charter and filing thereof by your office, please provide me with a certified copy of same.

Sincerely,


John J. Reid

JJR/klr
Enclosures

04 JUL -7 PM 3:00
RECEIVED
FEDERAL EXPRESS

The undersigned hereby permits the use of the trademark Queen Ann's Lace, document number T99000001473, for purposes of incorporation by John J. Reid.



Tom King

Dated: 7/2/04

SECRET
DIVISION

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ARTICLES OF INCORPORATION

OF

QUEEN ANN'S LACE, INC.

The undersigned incorporator makes and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is: QUEEN ANN'S LACE, INC.

ARTICLE II

Principal Office/Mailing Address

The principal office and mailing address of the corporation shall be 775 Will Barber Road, Kissimmee, Florida 34744, until such time as the corporation notifies the Department of State of the State of Florida of any change.

ARTICLE III

Term of Existence

This corporation shall commence as of July 1, 2004 and shall have perpetual existence.

ARTICLE IV

Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE V

Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, having a par value of \$.01 per share.

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ARTICLE VI
Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be Tom King. The street address of the initial registered office of this corporation, which is identical with the business office of the registered agent, is 775 Will Barber Road, Kissimmee, Florida 34744.

ARTICLE VII
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VIII
Initial Board of Directors

The name and street address of the member of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until his successor is elected and qualified, or until his resignation, removal from office or death:

<u>Name</u>	<u>Address</u>
Tom King	775 Will Barber Road Kissimmee, Florida 34744.
Ginny King	775 Will Barber Road Kissimmee, Florida 34744.

ARTICLE IX
Incorporator

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
John J. Reid	3110 Carmia Drive Orlando, Florida 32806

ARTICLE X

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE XI

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, as provided by the Bylaws.

ARTICLE XII

Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

The incorporator executed these Articles of Incorporation this 29th day of June, 2004.

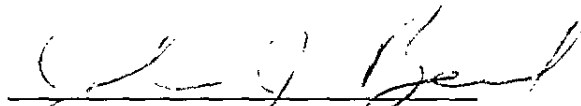

John J. Reid, Incorporator

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

In compliance with Chapter 607.0501, Florida Statutes, the following is submitted:

That Queen Ann's Lace, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Kissimmee, State of Florida, has named Tom King, located at 775 Will Barber Road, Kissimmee, Florida 34744 (Street address and number of building; post office box address is not acceptable), City of Kissimmee, State of Florida, as its agent to accept service of process within Florida.

The street address of the registered office and the street address of the business of the registered agent are identical.


John J. Reid, Incorporator

Dated: 6/29/04

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.


Tom King, Registered Agent

Dated: 7/2/04

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