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MCDONALD, FLEMING, MOORHEAD & FERGUSON

ATTORNEYS AT LAW

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4300 BAYOU BOULEVARD, SUITES 12 & 13
PENSACOLA, FLORIDA 32503-1009

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

MICHAEL L. FERGUSON
ATTORNEY
BRIGADIER GENERAL
U.S. ARMY (RETIRED)

ALSO ADMITTED IN DISTRICT OF COLUMBIA

TELEPHONE (904) 477-0650
TELECOPIER (904) 477-4510

May 21, 1997

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: 1) Halstead Enterprises, Inc.
2) My Favorite Things, Inc.

500002188615--0
-05/22/97--01110--018
****157.50 ****122.50

Dear Madam or Sir:

EFFECTIVE DATE
5-16-97

Enclosed for filing are the Articles of Incorporation for Halstead Enterprises, Inc. and the Articles of Amendment to Articles of Incorporation for My Favorite Things, Inc.

Please file these documents and return conformed copies to me. My firm check for \$157.50 is enclosed for your filing fees.

Thank you for your assistance in this matter. Please call me should you have any questions.

Sincerely,

Michael L. Ferguson

Michael L. Ferguson /*MLF*

MLF/*sew*

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 22 PM 12:04

*Same people have
K97-2410*

D. BROWN MAY 27 1997

ARTICLES OF INCORPORATION
OF
HALSTEAD ENTERPRISES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 22 PM 12:04

EFFECTIVE DATE
5-16-97

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME AND ADDRESS

The name of this corporation is Halstead Enterprises, Inc. The principal office/ mailing address of the corporation is 2807 East Cervantes Street, Pensacola, Florida 32503.

ARTICLE II - DURATION

This corporation shall have a perpetual existence, commencing on the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSE

The general purpose for which the corporation is organized is: any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation in the State of Florida is 4300 Bayou Boulevard, Suites 12 & 13, Pensacola, Florida 32503. The name of the initial registered agent for the corporation at that address is Michael L. Ferguson.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is two (2). The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than (1).

The name and address of the initial directors of this corporation are:

NAME

ADDRESS

James Halstead

2807 East Cervantes Street
Pensacola, Florida 32503

Pamela Halstead

2807 East Cervantes Street
Pensacola, Florida 32503

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are:

NAME

ADDRESS

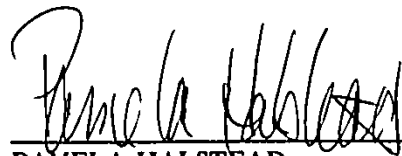
Pamela Halstead

2807 East Cervantes Street
Pensacola, Florida 32503

ARTICLE VIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 16th day of May, 1997.


PAMELA HALSTEAD

STATE OF FLORIDA
COUNTY OF ESCAMBIA

SECRET FILED
DIVISION OF STATE
CORPORATIONS
97 MAY 22 PM 12:04

BEFORE ME, the undersigned authority, personally appeared PAMELA HALSTEAD, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and who is personally known to me or who produced a Florida driver's license as identification, and who acknowledges that she subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of May, 1997.



SHERRY EILEEN WARE
My Commission GC550358
Expires Apr. 24, 2000

Sherry Eileen Ware

NOTARY PUBLIC

My Commission Expires 4/24/00

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of Halstead Enterprises, Inc., which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with, and accepts, the obligations provided for in the Florida Statutes relative to the acceptance of such position.

Michael L. Ferguson

MICHAEL L. FERGUSON