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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 AUG 17 AM 11:29

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

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-08/17/95--01077--0004
****122.50 ****122.50

SUBJECT: VICTORIAN GALLERY, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

<input type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input checked="" type="checkbox"/> \$122.50	<input type="checkbox"/> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

FROM: PRISCILLA "PAT" L. BEAN
Name (Printed or typed)

604 Ponca Trail
Address

Maitland FL 32751
City, State & Zip

407- 629-9255
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION
OF
VICTORIAN GALLERY, INC.

ARTICLE I: Name

The name of this corporation is VICTORIAN GALLERY, INC.

ARTICLE II: Nature of Business

This corporation is organized to engage in any wholesale and retail sales activity permitted under the laws of the United States of America and the State of Florida.

ARTICLE III: Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having a par value of \$5.00.

ARTICLE IV: Address

The initial street address of the principal place of business of this corporation in the State of Florida is 1907 North Orange Avenue, Orlando, Florida 32804, but may from time to time move the principal place of business to any address in Florida.

ARTICLE V: Preemptive Rights

Each share holder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase

any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI: Directors

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors who shall hold office until their successors are elected and have qualified are:

PRISCILLA "PAT" L. BEAN	FRANCES ELORRIAGA
604 Ponca Trail	702 East Hillcrest Street
Maitland, FL 32751	Altamonte Springs, FL 32701

ARTICLE VII: Registered Office and Agent

The name of the registered office and the name of the registered agent are:

FRANCES ELORRIAGA
702 East Hillcrest Street
Altamonte Springs, FL 32701

ARTICLE VIII: Commencement of Existence

The Corporation shall be deemed to commence its existence on filing.

ARTICLE IX: Incorporators

The names and addresses of the incorporators are:

PRISCILLA "PAT" L. BEAN	FRANCES ELORRIAGA
604 Ponca Trail	702 East Hillcrest Street
Maitland, FL 32751	Altamonte Springs, FL 32701

ARTICLE X: Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hand and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 11th day of August, 1995.

Priscilla "Pat" L. Bean (SEAL)
PRISCILLA "PAT" L. BEAN

Frances Elorriaga (SEAL)
FRANCES ELORRIAGA

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared PRISCILLA "PAT" L. BEAN and FRANCES ELORRIAGA to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation or who have produced Florida drivers licenses as identification, and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County named above this 11th day of August, 1995.



ANTONIETTA M. DETOMA
My Commission CC426370
Expires Dec. 21, 1998
Bonded by NFNU
800-224-6368

Antonietta M. Detoma
Notary Public

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

VICTORIAN GALLERY, INC.

(must include suffix)

2. The name and address of the registered agent and office is:

FRANCES ELORRIAGA

(NAME)

702 EAST HILLCREST STREET

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

ALTAMONTE SPRINGS, FL 32701

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Frances Elorriaga

(SIGNATURE)

8-11-95

(DATE)