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400001851854  
-06/14/96--01026--008  
\*\*\*\*122.50 \*\*\*\*122.50

6-7-96  
Date

State of Florida  
Division of Corporations  
5050 W. Tennessee Avenue  
Tallahassee, FL 32399-0100

Gentlemen:

Enclosed please find a check in the amount of \$ 122.50 to  
incorporate TIMELESS TREASURES, INC.  
NAME OF CORPORATION

Please return all necessary documents to:

CARROLLWOOD ACCOUNTING  
8316 N. HABANA AVENUE  
TAMPA, FL 33614

Thank you for your time and consideration.

Sincerely,

M. L. Forss  
M. L. Forss  
Accountant

MLF/teh

DMC  
6/25/96

FILED  
96 JUN 24 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

June 17, 1988

CARROLLWOOD ACCOUNTING  
8316 N HABANA AVENUE  
TAMPA, FL 33614

SUBJECT: TIMELESS TREASURES, INC.  
Ref. Number: W96000012883

We have received your document for TIMELESS TREASURES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 896A00030060

CHANGE TO: TIMELESS TREASURES OF TAMPA, INC.

ARTICLES OF INCORPORATION  
=====

OF

TIMELESS TREASURES OF TAMPA, INC.

FILED  
96 JUN 24 AM 9:03  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber of these articles of incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLES I  
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NAME  
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The name of this corporation shall be :

TIMELESS TREASURES OF TAMPA, INC.

ARTICLE II  
=====

NATURE OF BUSINESS  
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The general nature of the business to be transacted by this corporation is : to construct, manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, deal in, and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description: except that is not to conduct a banking, safe deposits, trusts, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, fraternal benefit society, state fair, or exposition.

ARTICLE III

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CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is seventy-five hundred (7500) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

ARTICLE IV

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ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

2305 W. LINEBAUGH AVE., TAMPA, FL. 33614

The Board of Directors may from time to time, by by-law move the principal office to any other address in Florida.

ARTICLE V

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OFFICERS

This corporation shall have three (3) officers. The number of officers may be increased or diminished from time to time, by by-laws adopted by the stockholders.

ARTICLE VI

INITIAL OFFICERS

The name and post office address of the members of the Board of Directors are:

NAME	TITLE	ADDRESS
CHARLES W. BOOTH	PRESIDENT	8026 N HABANA AVE TAMPA, FLORIDA 33614
ROBERT A. KEILLOR	V. PRESIDENT	10504 N OTIS TAMPA, FLORIDA 33612
LEROY W. SULLIVAN	SECRETARY/ TREASURER	2906 W. SITKA ST TAMPA, FL. 33614

ARTICLE VII

STOCKHOLDERS AND CONSIDERATION

The name and post office address of the subscriber of these articles of incorporation, the number of shares to take and the value of the consideration thereof are:

NAME AND ADDRESS	SHARES	CONSIDERATION
CHARLES W. BOOTH 8026 N HABANA AVE. TAMPA, FL. 33614	200	\$ 200.00
ROBERT A. KEILLOR 10504 N OTIS TAMPA, FL. 33612	200	\$ 200.00
LEROY W. SULLIVAN 2906 W. SITKA ST TAMPA, FL. 33614	200	\$ 200.00

ARTICLE VIII

EFFECTIVE DATE

The article of incorporation shall be effective on the date of approval of the State of Florida, Division of Corporations.

ARTICLE IX  
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AMENDMENTS

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These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholder, and approved by a stockholder meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE X  
\*\*\*\*\*  
RESIDENT AGENT

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LEROY W. SULLIVAN is designated as Resident Agent of this corporation, TIMELESS TREASURES OF TAMPA, INC. and will receive service of process at address: 2305 W. LINEBAUGH AVE  
TAMPA, FL. 33614

IN WITNESS WHEREOF, We, the undersigned, being each of the original subscribers to the capitol stock herein before names, have hereunto set our hands and seals this 5TH day of JUNE, 1996, for the purpose of forming this corporation to do business both within and without the State of Florida, and in pursuance of the Corporation Law of the State of Florida, do make and file in the Office of the Secretary of the State of Florida these articles of incorporation and certify that the facts herein stated are true.

-5-

Charles W Booth

CHARLES W. BOOTH

Robert A. Keillor

ROBERT A. KEILLOR

Leroy W. Sullivan

LEROY W. SULLIVAN

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Before me personally appeared CHARLES W. BOOTH, ROBERT A. KEILLOR and LEROY W. SULLIVAN to me well known and known to me to be the individual describe executed the foregoing Articles of Incorporation and acknowledged before me that same for the purposes therein expressed.

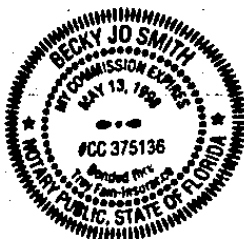
WITNESS my hand and official seal in the county and state named above this 5th day of JUNE, 1996.

Becky Jo Smith  
Notary Public

CC 375136  
Commission Number

5-13-98  
My commission expires:

(seal)



FILED

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE . 96 JUL 24 AM 9:03

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: TIMELESS TREASURES OF TAMPA, INC

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

LEROY W SULLIVAN  
(NAME)

2305 W LINEBAUGH AVE  
(P.O. BOX NOT ACCEPTABLE)

TAMPA FL 33614  
(CITY/STATE/ZIP)

SIGNATURE

Leroy W Sullivan  
(corporate officer)

TITLE

SECRETARY / TREASURER

DATE

6-5-96

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.

SIGNATURE

Leroy W Sullivan

DATE

6-5-96

REGISTERED AGENT FILING FEE: \$35.00