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Tuesday, July 16, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32304

Re: HEIRLOOM TREASURES, INC. .

Gentlemen and Ladies:

Enclosed please find an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Registered Agent Fee	\$ 35.00
Certified Copy	\$ <u>52.50</u>
Total Due	\$ 120.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,


David C. Bearden, Esquire

Heirloom Treasures, Inc.

TLC T-2496

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HEIRLOOM TREASURES, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of this corporation is HEIRLOOM TREASURES, INC.

ARTICLE II
DURATION

This Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE III
BUSINESS

This Corporation is organized to buy and/or sell domestic and imported products and to do every other act or thing incidental or pertinent to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted under the laws of the United States and Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock authorized to be issued by this Corporation is 6500 shares of capital stock at \$1.00 par value, all of which shall have the same rights and privileges. Each share of capital stock shall entitle the holder thereof to one (1) vote at any stockholder meeting and otherwise to participate in all such meetings and the assets of the Corporation. The stock shall be issued for such

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consideration as may be determined by the Board of Directors, which shall have a value at least equal to the full par value of said shares. The stock may be paid for in lawful money of the United States of America, or in property, labor or services.

ARTICLE V PRE-EMPTIVE RIGHTS

The stockholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares, but in either case only as such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is:

18650 Avenue Capri
Lutz, Florida 33549

The name and address of the Registered Agent of this Corporation is:

David C. Bearden, Esq.
3233 East Bay Drive
Suite 104.
Largo, Florida 34641

The corporation shall have the privilege of establishing such other branch offices in any other location or any other city or town, in this state or any other State

or County, as may be approved by its Board of Directors.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

NAME	ADDRESS
Gloria M. Bailey	18650 Avenue Capri Lutz, Florida 33549 813-949-4155

ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE IX AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Gloria M. Bailey
18650 Avenue Capri
Lutz, Florida 33549

IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation of this Tuesday, July 16, 1996.

Gloria Bailey

Gloria Bailey

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, authorized to take acknowledgments in the
State and County set forth above, Gloria M. Bailey, who did not take an oath
personally appeared known to me to be the person who executed the foregoing
Articles of HEIRLOOM TREASURES, INC. , and she acknowledged before me that
she executed these Articles of Incorporation. *FLDL # 6121-253-64-608-0*

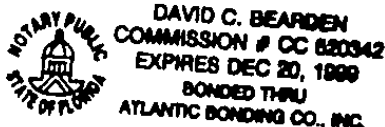
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal in Hillsborough County, Florida, this Tuesday, July 16, 1996.

David C. Bearden

Notary Public

Printed Name

My commission expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for HEIRLOOM TREASURES, INC.



DAVID C. BEARDEN, ESQ.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above personally appeared, DAVID C. BEARDEN, known to me to be the person who executed the foregoing Acceptance of Designation as Registered Agent, and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Hillsborough County, Florida, this Tuesday, July 16, 1996.

My commission expires:

Notary Public

Printed Name

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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