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FILED
96 OCT -9 AM 8:11
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

October 1, 1996

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

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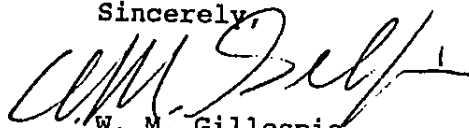
RE: SOUTHERN DAZE, INC.

Gentlemen:

Attached please find an original and one copy of the Articles of Incorporation for SOUTHERN DAZE, INC. Please file the Articles and return a certified copy to me in the enclosed return envelope.

Also enclosed is this firm's check in the amount of \$122.50 to cover the filing and certification fees.

Sincerely,


W. M. Gillespie

WMG:plb
Encl.

RECEIVED

OCT 9 1996

ARTICLES OF INCORPORATION
OF
SOUTHERN DAZE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is SOUTHERN DAZE, INC.

ARTICLE TWO

The term of the existence of the corporation is perpetual. The date and time of the commencement of the corporate existence of the corporation is the date and time of filing of these Articles of Incorporation with the Secretary of State, State of Florida.

ARTICLE THREE

The general purposes for which the corporation is organized are:

(a) To engage in the retail rental of all types of baby equipment and the sale of all types of crafts and gifts.

b) To acquire by purchase, lease or otherwise and to improve and develop real property. To erect dwellings, apartment houses, and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds. To buy sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved and any right or interest therein.

(c) To buy, sell, purchase, acquire, convey, mortgage or transfer in any manner whatsoever, or retain in any manner whatsoever money, stocks, bonds, realty or any property in any manner not prohibited by law.

(d) To carry on any and all business as manufacturers, producers, merchants, wholesale and retail, importers and exporters, generally without limitation as to class of products and merchandise, and to manufacture, produce, adapt, prepare, buy, sell, and otherwise deal in any materials, articles, or things required in connection with or incidental to the manufacture, production and dealing in such products.

(e) To build and construct any property in any manner not prohibited by law, and to engage in every aspect and phase of construction or contracting work with any material or materials whatsoever and in any manner whatsoever.

(f) To such extent as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do, and for the accomplishment of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation, or any amendments thereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its property, and, in general, to engage in and carry on any and every lawful business in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, or any and all powers, rights, and privileges which a corporation may now or hereafter be organized, authorized or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any

Act amendatory thereto, supplemental thereto or substituted therefor.

(g) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE FOUR

The aggregate number of shares which the corporation has authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00 per share. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

Each shareholder 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.

No stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation

for a period of sixty (60) days from date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms as set forth above, and this provision shall be binding upon the executor, administrator, or personal representative of stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation."

ARTICLE SIX

REGISTERED OFFICE

The principal office, mailing address and street address of the registered office of the corporation is 480 N. Causeway, New Smyrna Beach, FL 32170. The name of the initial registered agent is JOHN R. McCRANIE and the address of the initial registered agent is 480 N. Causeway, New Smyrna Beach, FL 32169.

ARTICLE SEVEN

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of Directors may be increased from time to time by the By-Laws. The name and address of the initial Director of this corporation is:

JOHN R. McCRANIE

480 N. Causeway
New Smyrna Beach, FL 32169

ARTICLE EIGHT

INCORPORATORS

The name and address of the person(s) signing these Articles is:

JOHN R. McCRANIE

480 N. Causeway
New Smyrna Beach, FL 32170

ARTICLE NINE

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE TEN

AMENDMENT

This 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.

ARTICLE ELEVEN

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the designation as registered agent for this corporation.


JOHN R. McCRANIE

IN WITNESS WHEREOF, the undersigned subscribing incorporator hereunto set her hand and seal this 20th day of September, 1996.


JOHN R. McCRANIE

STATE OF FLORIDA)
)
COUNTY OF VOLUSIA)

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JOHN R. McCRANIE, to me known to be the person described as registered agent in and who executed and subscribed these Articles of Incorporation, and who did take an oath, and JOHN R. McCRANIE, to me known to be the person described as incorporator in and who executed and subscribed these Articles of Incorporation, and who did take an oath.

WITNESS, my hand and official seal in the County and State last aforesaid this 20th day of September, 1996.


NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



PRISCILLA L. BORDEN
My Commission CC385746
Expires Jun. 21, 1998
Bonded by HAI
800-422-1555

FILED
96 OCT -9 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA