

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

NOV 18 10 29 39

W96-24293

625

AL NOV 18 1996

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____
BY _____ CK No. _____

WALK-IN 11/15 3:00
Will Pick Up

RE: Liny Thoughts, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RECEIVED
65 NOV 18 10 40
DIVISION OF CORPORATIONS

November 18, 1996

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: TINY THOUGHTS, INC.
Ref. Number: W96000024293

We have received your document for TINY THOUGHTS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 196A00052303

Corrected

ARTICLES OF INCORPORATION
OF

Tiny Thoughts, Inc.

FILED
96 NOV 18 PM 2:39
CLERK OF COURT
FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Tiny Thoughts, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually and shall be effective as of November 18 1996. This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Corporation Act; and,
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

- A. 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 common stock having a \$ 0.01 par value, which may be fractional shares.
- B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgement of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgement of such value shall be conclusive.
- C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:
966 Calanda Ave. Orlando, FL 32807

The name of the initial registered agent of this corporation at that address shall be:
Fariba Fatemi-Akbari. The address of the principal office and the registered office are the same.

ARTICLE VI - INITIAL OFFICER

The name Fariba Fatemi-Akbari and street address 6816 Aloma Ave. 32792
Winter Park, FL of the initial
officer Fariba Fatemi-Akbari of the corporation, who shall hold office for the first year
in existence of this corporation or until a successor is elected or appointed.

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Fariba Fatemi-Akbari	6816 Aloma Ave. Winter Park, FL 32792	President

ARTICLE VII - INITIAL DIRECTOR

This corporation shall consist of Fariba Fatemi-Akbari director initially. The number of directors may
be either increased or decreased from time to time by the Bylaws but shall never be less
than one (1). The name Fariba Fatemi-Akbari and street address
6816 Aloma Ave.
Winter Park, FL 32792 of the initial director Fariba Fatemi-Akbari of the
corporation, who shall hold office for the first year in existence of this corporation or
until a successor is elected or appointed.

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Fariba Fatemi-Akbari	6816 Aloma Ave. Winter Park, FL 32792	President

ARTICLE VIII - INCORPORATOR

The following is the name and street address of the incorporator to these Articles of
Incorporation:

<u>Name</u>	<u>Street Address</u>
Fariba Fatemi-Akbari	6816 Aloma Ave. Winter Park, FL 32792

ARTICLE IX - BYLAWS

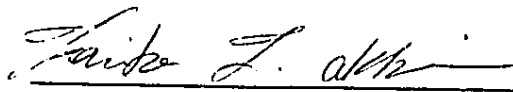
The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such bylaws.

ARTICLE X - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right, upon the sale (for cash or otherwise) of any new stock of the corporation or of any stock of the corporation held by it in its treasury or otherwise, whether or not said stock is of the same kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.



Fariba Fatemi-Akbari

Signing as Incorporator

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED

FILED

96 NOV 18 PM 2:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, Tiny Thoughts, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Winter Park, County of Orange, State of Florida, has named its Registered Agent, Fariba Fatemi-Akbari in the city of Winter Park, County of Orange, State of Florida, to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Fariba Fatemi-Akbari

Signing as Registered Agent & Incorporator