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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: FILINGS, INC.

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CONTACT: TERESA ROMAN PHONE: (904)385-6735
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NAME: CLASSIC TRADITIONS, INC. AUDIT NUMBER.....H97000001187 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
CLASSIC TRADITIONS, INC.**

FILED
97 JAN 22 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The name of the corporation shall be: **CLASSIC TRADITIONS, INC.**

EFFECTIVE DATE

1-17-97

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The corporation shall have the authority to issue one thousand (10,000) shares, all of one class of Capital Stock, with a par value of \$1.00 per share.

ARTICLE V

The name and address of the initial registered agent is:

WILLIAM C. STALIONS, ESQ.
319 Southeast 14th Street
Fort Lauderdale, FL 33316

ARTICLE VI

This Document prepared by:
William C. Stalions, Esq., FBN 340057
319 Southeast 14th Street
Fort Lauderdale, FL 33316
Phone: (954) 524-6200

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The principal place of business and mailing address of this corporation shall be:

319 Southeast 14th Street
Fort Lauderdale, Florida 33316.

ARTICLE VII

The name and address of the incorporator is:

William C. Stations
319 Southeast 14th Street
Fort Lauderdale, FL 33316

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a two-thirds vote of the common stock.

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

ARTICLE XI

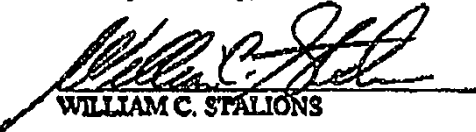
Pursuant to §607.0123(1) Florida Statute(1993), the effective date of the commencement of

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corporate existence is the 17th day of January, 1997, which is the date of subscription and acknowledgment of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Fort Lauderdale, Florida, on the 17th day of January, 1997.


WILLIAM C. STALIONS

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared WILLIAM C. STALIONS who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Fort Lauderdale, in said County and State this 17th day of January, 1997.


Notary Public, State of Florida

My Commission Expires: 6/15/98


Printed Name of Notary Public



HEATHER P. ADLER
MY COMMISSION & CERTIFICATE EXPIRES
June 15, 1998
POWER NOTARY PUBLIC, FLA.



HEATHER P. ADLER
MY COMMISSION & CERTIFICATE EXPIRES
June 15, 1998
POWER NOTARY PUBLIC, FLA.

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

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97 JAN 22 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: CLASSIC TRADITIONS, INC.
2. The name and address of the registered agent and office is:

WILLIAM C. STALIONS, ESQ.
319 Southeast 14th Street
Fort Lauderdale, FL 33316

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 am familiar with and accept the obligations of my position as registered agent.


Signature

January 17, 1997

Date

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