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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-09/08/97--01039--004
*****70.00 *****70.00

Subject: The Enchanted Forest, Inc.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$70.00

FROM:

The Enchanted Forest, Inc.
(Name (printed or typed))

2 Independent Drive, Ste. 167
(Street)
Jacksonville, FL 32202

(City, State, Zip)

(904) 358-8800

(Telephone Number)

Note: enclosed is the original and one copy of the Articles

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TALLAHASSEE, FLORIDA

[Handwritten signature]
9/18/97

ARTICLES OF INCORPORATION
OF

The Enchanted Forest

The undersigned incorporator(s) , for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles for Incorporation

ARTICLE I - NAME

The name of the corporation shall be The Enchanted Forest, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2 Independent Drive, Ste. 167 Jacksonville, FL 32202

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares, par value \$1.00/share

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Vincent Balanky
2 Independent Drive, Ste. 167
Jacksonville, FL 32202

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TALLAHASSEE, FLORIDA

ARTICLE V - INCORPORATORS

The name and street address of the incorporators of these articles of incorporation are:

NAME

ADDRESS

Vicent Balanky

2 Indendent Drive, Ste. 167
Jacksonville, FL 32202

ARTICLE VI - PURPOSE OF THE CORPORATION

The purpose of the corporation is as follows:

Operate a retail store for the purpose of selling decorative articles to the general public.

The undersigned incorporator(s) have executed these Articles of Incorporation this 2-6-97 day of February, 1997.

Vincent Balanky
Vincent Balanky

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

Pursuant to the provisions of sections 607.0501 or 617.0501, 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.

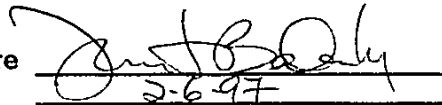
1. The name of the corporation is: The Enchanted Forest, Inc.

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

Vincent Balanky; 2 Independent Drive, Ste. 167; Jacksonville, FL 32202

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 _____
Date _____


2-6-97

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SECRETARY OF STATE