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LETTER OF TRANSMITTAL

DATE: JULY 1, 1997

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL. 32314

200002299642--3  
-09/22/97--01109--008  
\*\*\*\*122.50 \*\*\*\*122.50

RE: CLAYRE'S CREATIONS, INC.  
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GENTLEMEN :

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF  
THE ARTICLES OF INCORPORATION TOGETHER WITH A CHECK  
IN THE AMOUNT OF 122.50.

THIS REPRESENTS THE COST OF FILING FEES. FIND INCLOSED  
CERTIFIED COPY OF ARTICLES OF INCORPORATION AND FEES FOR  
REGISTERED AGENT DESIGNATION FOR THE ABOVE NAMED  
CORPORATION.

VERY TRULY YOURS,  
BRENDA POLITO

*Brenda Polito*  
-----  
(individual's name)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 SEP 22 AM 9:24

FILED

MAILING ADDRESS OF  
CORPORATION

-----  
4025 S W 2ND PLACE

-----  
CAPE CORAL, FL 33914

-----  
PHONE NUMBER

④  
*Rmc*  
*9/24/97*

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ARTICLES OF INCORPORATIONS  
OF  
CLAYRE'S CREATIONS INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

-----  
NAME OF CORPORATION

THE UNDERSIGNED SUBSCRIBER (S) TO THESE ARTICLES OF  
INCORPORATION. NATURAL PERSON (S) COMPETENT TO CONTRACT.  
HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF  
FLORIDA.

ARTICLE I - CORPORATE NAME  
THE NAME OF THE CORPORATION IS :

CLAYRE'S CREATIONS INC

ARTICLE II - DURATION  
THE CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED  
ACCORDING TO FLORIDA LAW.

ARTICLE III - PURPOSE  
THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF  
ENGAGING IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE  
LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE IV - CAPITAL STOCK  
THE CORPORATION IS AUTHORIZED TO ISSUE 100 SHARES  
(100) OF COMMON STOCK 100 dollars (100) PAR VALUE COMMON  
STOCK, WHICH SHALL BE DESIGN "COMMON SHARES)."

ARTICLE V - INITIAL REGISTERED OFFICE AND  
AGENT CLAYRES CREATIONS INC- 4025 SW 2ND PL,  
THE PRINCIPAL OFFICE. IF KNOWN, OR THE MAILING ADDRESS  
OF THE CORPORATION IS CLAYRE'S CREATIONS INC  
: BRENDA POLITO  
ADDRESS: 4025 SW 2ND PLACE  
CAPE CORAL FL. 33914

THIS CORPORATION SHALL HAVE TWO 2 ) DIRECTORS  
INITIALLY. THE NUMBER OF DIRECTORS MAY EITHER INCREASED  
OR DIMINISH FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL  
NEVER BE LESS THAN ONE ( 1 ). THE NAMES AND ADDRESS OF  
THE INITIAL DIRECTORS OF THE CORPORATION ARE AS FOLLOWS:

NAME BRENDA POLITO  
ADDRESS 4025 SW 2ND PLACE  
CAPE CORAL FL 33914

NAME MICHAEL J POLITO  
ADDRESS 4025 SW 2ND PLACE  
CAPE CORAL FL 33914

ARTICLE VII - INCORPORATIONS:

THE NAME AND ADDRESS OF THE INCORPORATORS SIGNING THE  
ARTICLES OF THE INCORPORATION THIS - FIRST DAY OF  
JULY , 1997.

PRES

(SEAL)

*Brenda Polito*

BRENDA POLITO  
4025 S W 2ND PL  
CAPE CORAL FL 33914

V/P.

*S/T Michael J. Polito*

MICHAEL J POLITO  
4025 S W 2ND PL  
CAPE CORAL FL 33914

JULY 1, 1997

STATE OF FLORIDA  
COUNTY OF LEE

BEFORE ME, A NOTARY PUBLIC, AUTHORIZED TO TAKE  
ACKNOWLEDGMENTS IN THE STATE AND COUNTY SET FORTH ABOVE.  
PERSONAL APPEARED:

BRENDA POLITO AND MICHAEL J POLITO  
KNOWN TO ME AND KNOWN TO BE THE PERSON(S) WHO  
EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND  
WHO ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED THESE  
ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND  
SEAL. IN THE STATE AND COUNTY AFORESAID, THIS 1ST ,  
DAY OF JULY 1997

*Peggy J. Williams*

PEGGY J. WILLIAMS NOTARY



PEGGY J WILLIAMS  
My Commission Expires  
Expires Jul. 18, 1998  
Bonded by ANG  
800-622-0774

CERTIFICATE AND ACKNOWLEDGMENT OF REGISTER AGENT

CERTIFICATE OF REGISTERED AGENT  
OF

CLAYRE'S CREATIONS , INC.

-----  
Name of corporation

PURSUANT TO FLORIDA STATUTES SECTION 48.091 AND  
607.0501.

THE FOLLOWING IS SUBMITTED :

CLAYRE'S CREATIONS, INC.

THE ABOVE CORPORATION DESIRING TO ORGANIZE UNDER THE  
LAWS OF THE STATE OF FLORIDA. WITH ITS REGISTERED  
OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION  
CLAYRE'S CREATIONS , INC. 4025 SW 2ND PLACE

-----  
CAPE CORAL, FL 33914

-----  
BRENDA POLITO

HAS NAMED -----  
LOCATED AT THE AFORESAID ADDRESS, ITS REGISTERED  
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT

BRENDA POLITO  
-----

HAVING BEEN NAMED AS REGISTER AGENT TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE  
DESIGNATED IN THIS CERTIFICATE, AND BEING FAMILIAR WITH  
OBLIGATIONS OF THAT POSITION. I HEREBY ACCEPT TO ACT IN  
THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS  
OF FLORIDA LAW IN KEEPING OPEN SAID OFFICE.

BRENDA POLITO

*Brenda Polito*

-----  
(name of registered agent )

97 SEP 22 AM 9:24  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA