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PETER GREGORY
ATTORNEY AT LAW

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January 5, 1998

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****122.50 ****122.50

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Elizabeth's Collections, Inc.

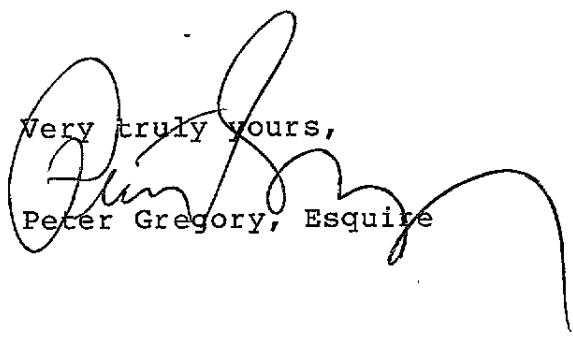
Dear Sirs:

Enclosed herewith please find original Articles of Incorporation and one copy of same for Elizabeth's Collections Inc. along with our check in the amount of \$122.50.

Kindly forward any correspondence to this office at the above address.

Thank you.

Very truly yours,


Peter Gregory, Esquire

PG:bl

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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1-13-98
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ARTICLES OF INCORPORATION
FOR
ELIZABETH'S COLLECTIONS, INC.

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SECRETARY OF CORPORATIONS
98 JAN 12 PM 2:05

The undersigned, a natural person, competent to contract, does hereby form a corporation under the laws of the state of Florida.

ARTICLE I

The name of the corporation is: ELIZABETH'S COLLECTIONS'S INC.

ARTICLE II

The nature of the business to be transacted by this corporation shall be any and all lawful business for corporations organized under the General Corporation Act of the State of Florida.

ARTICLE III

The corporation shall be of perpetual duration.

ARTICLE IV

The maximum number of shares that this corporation is authorized to issue and have outstanding at any time is 1,000 shares having no par value.

ARTICLE V

The amount of capital with which this corporation shall begin business is \$ 1,000.

ARTICLE VI

This corporation shall have 1 director initially, but the number may be changed from time to time by the stockholders, but at no time shall be fewer than one.

ARTICLE VII

The initial post office address of the principal office of the corporation is: 5851 Camino Del Sol, #207, Boca Raton, Florida 33433, but principal office may from time to time be moved to any other location in Florida.

ARTICLE VIII

The initial registered agent of the corporation is:

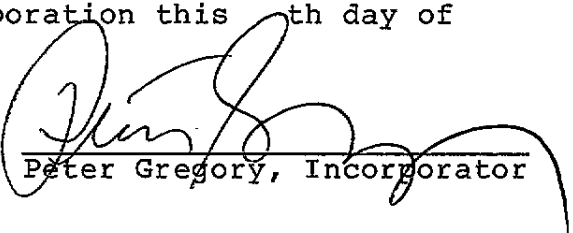
PETER GREGORY, ESQUIRE
555 South Federal Highway, Suite 400
P.O. Box 4138
Boca Raton, Florida 33429

ARTICLE IX

The name and address of the initial member of the Board of Directors is:

David Mancusi
5851 Camino Del Sol, #207
Boca Raton, Florida 33433,

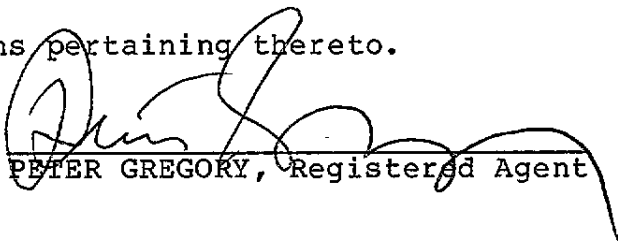
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this th day of January, 1998.


Peter Gregory, Incorporator

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 12 PM 2:05

REGISTERED AGENT DESIGNATION

I HEREBY CERTIFY that I accept the designation of
Registered Agent for the Corporation and that I am familiar
with the duties and obligations pertaining thereto.


PETER GREGORY, Registered Agent

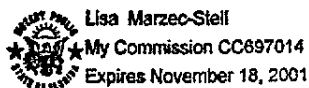
STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this date, before me, a Notary
Public, duly authorized in the State and County named above
to take acknowledgments, did personally appear PETER GREGORY,
to me known to be the person described as Incorporator and
Registered Agent, and who executed the foregoing Articles
of Incorporation and Registered Agent Designation.

WITNESS my hand and official seal this th day of
December, 1998.

My Commission Expires:


NOTARY PUBLIC



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 12 PM 2:06