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Robert Whitcomb
3227 Darlington Road
Holiday, Florida 34691

Secretary of State
Domestic Charter Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

February 23, 1998

Re: QUAINC CURIOSITIES, INC.

Dear Sir or Madam:

On behalf of the above referenced corporation, enclosed please find two executed originals of Articles of Incorporation and a check in amount of \$70.00 representing the following fees:

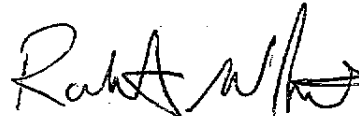
\$35.00 Filing Fee
\$35.00 Registered Agent Fee

Please acknowledge filing of this document by stamping the duplicate copy and returning it to the undersigned.

If you have any questions regarding the enclosed or the above, please contact the undersigned by telephone. Thank you for your assistance.

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-02/26/98--01034--014
*****70.00 *****70.00

Sincerely,



Robert Whitcomb

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

QUAINT CURIOSITIES, INC.

The undersigned subscriber to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation: QUAINT CURIOSITIES, INC.

ARTICLE II - DURATION; EFFECTIVE DATE

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

This 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 FIVE HUNDRED shares (500) of \$1.00 (one dollar) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Agent and the principal office and mailing address of this Corporation is:

NANCY WHITCOMB
3227 DARLINGTON ROAD
HOLIDAY, FLORIDA 34691
(813)942-4047

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TALLAHASSEE, FLORIDA

Principal Office and Mailing address:

3227 DARLINGTON ROAD
HOLIDAY, FLORIDA 34691
(813)942-4047

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are as follows:

ROBERT WHITCOMB
3227 DARLINGTON ROAD
HOLIDAY, FLORIDA 34691
(813)942-4047

NANCY WHITCOMB
3227 DARLINGTON ROAD
HOLIDAY, FLORIDA 34691
(813)942-4047

ARTICLE VII - INCORPORATORS

The names and address of the person signing these Articles of Incorporation are as follows:

ROBERT WHITCOMB
3227 DARLINGTON ROAD
HOLIDAY, FLORIDA 34691
(813)942-4047

NANCY WHITCOMB
3227 DARLINGTON ROAD
HOLIDAY, FLORIDA 34691
(813)942-4047

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

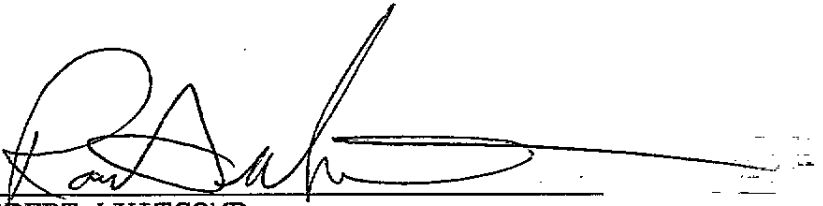
ARTICLE IX - BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X - INFORMAL SHAREHOLDER ACTION

The shareholders of the Corporation holding voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes, 607.394.

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 23rd day of February, 1998.



ROBERT WHITCOMB




NANCY WHITCOMB

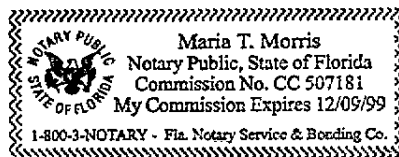
STATE OF FLORIDA]
COUNTY OF PASCO]

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared: ROBERT WHITCOMB, and NANCY WHITCOMB known to me and known to be the persons 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 23rd day of February, 1998.



Notary Public: Maria T. Morris



ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 607.034, Florida Statutes, I agree to act in the capacity of Registered Agent for the above corporation and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.034, Florida Statutes.

Dated this 23rd day of February, 1998.

Nancy Whitcomb

NANCY WHITCOMB
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA