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September 14, 1998

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

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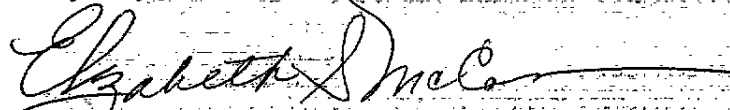
Re: BETTY LOU'S DOLL SHOPPE, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

The represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and fee for Registered Agent Designation for the above named corporation.

Very truly yours,


Elizabeth S. McCann

Betty Lou's Doll Shoppe, Inc.

2357-3 S. Tamiami Trail
Venice, FL 34293

(941) 492-5608

FILED
98 SEP 17 AM 11:14
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CB
9-21-98
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ARTICLES OF INCORPORATION

of

BETTY LOU'S DOLL SHOPPE, INC.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

BETTY LOU'S DOLL SHOPPE, INC.

ARTICLE II - DURATION

This 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 1000 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS			
2357-3 S. Tamiami Trl.			
CITY	Venice	FLORIDA	ZIP 34293

Mailing address, if different

STREET ADDRESS			
CITY		FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	Elizabeth S. McCann		
ADDRESS	2357-3 S. Tamiami Trl.		
CITY	Venice	FLORIDA	ZIP 34293

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

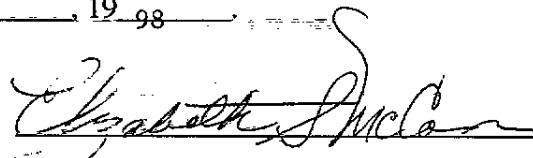
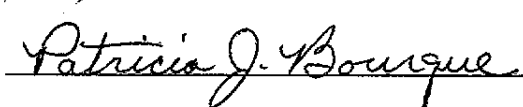
NAME	George Powell		
ADDRESS	506 Timberhaven, Ct.		
CITY	North Port	STATE	FL. ZIP 34287
NAME	Elaine Powell		
ADDRESS	506 Timberhaven, Ct.		
CITY	North Port	STATE	FL. ZIP 34287
NAME	Norman H. Smith, Jr.		
ADDRESS	6465 Keena Ct.		
CITY	North Port	STATE	FL. ZIP 34287

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Elizabeth S. McCann		
ADDRESS	582, Circlewood Dr.		
CITY	Venice	STATE	FL. ZIP 34293
NAME	Patricia J. Bourque		
ADDRESS	6946 Roslyn Ct.		
CITY	North Port	STATE	FL. ZIP 34293
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 14 day of September, 1998.

 (Signature)
 (Signature)
____ (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BETTY LOU'S Doll Shoppe, Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 2357-3 S. Tamiami Trl.
Venice, Fl. 34293

has named Elizabeth S. McCann

located at the aforesaid address, as its registered agent to accept service of process within this state.

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.

Elizabeth S. McCann 9/14/98
(Signature) (Date)