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SACRED PLACES, INC.
3096 50th Lane S.W.
Naples, FL 34116

September 2, 1998

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

Re: New Corporation

Dear Ladies/Sirs:

Enclosed for filing are the Articles of Incorporation regarding the following new corporation:

SACRED PLACES, INC.

Also enclosed is our check in the amount of \$70.00, made payable to the Secretary of State to cover the filing fee and registration of registered agent. Please date stamp the enclosed copy of the Articles with the date filed and return to us in the enclosed addressed, stamped envelope.

Kindest regards.

Very truly yours,


Virginia E. Duggan

FILED
98 SEP 23 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

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9/23



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 14, 1998

VIRGINIA E. DUGGAN
3096 50TH LANE SW
NAPLES, FL 34116

SUBJECT: SACRED PLACES, INC.
Ref. Number: W98000020949

We have received your document for SACRED PLACES, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 498A00046528

Sorry about that!

ARTICLES OF INCORPORATION
OF
SACRED PLACES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BE IT KNOWN:

I, the undersigned Incorporator, do hereby form a Corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be: SACRED PLACES, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation and its objects and powers shall be to conduct and carry on the business of retail sales.

ARTICLE III

The maximum number of shares of stock which this Corporation is authorized to issue shall be 500 shares with a par value of \$1.00.

ARTICLE IV

The principal office of this Corporation shall be located at 3096 50th Lane S.W., Naples, Florida 34116.

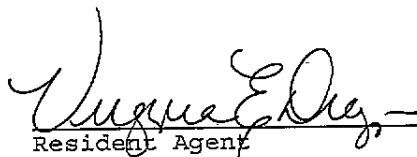
ARTICLE V

The street address of the Corporation's initial register office and the name of the resident agent at that office shall be:

Agent: Virginia E. Duggan
Office: 435 1st Street S.W.
Naples, FL 34117

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named Corporation, at the place indicated in this article, I hereby agree to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative to keeping open the office.


Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

There shall be no board of directors of this Corporation. All the duties of a board of directors shall be performed by and the business and affairs of this Corporation shall be managed by the shareholders of this Corporation.

ARTICLE VII

The name and post office address of the Incorporator of this Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
REGINA BROSELLE	3096 50th Lane S.W. Naples, Florida 34116
VIRGINIA E. DUGGAN	435 1st Street S.W. Naples, Florida 34117

I, the undersigned, being the original subscriber and Incorporator of the foregoing Corporation, do hereby certify that the foregoing constitutes the ARTICLES OF INCORPORATION.

WITNESS my hand and seal this 2nd day of September, 1998.


REGINA BROSELLE, Incorporator (SEAL)


VIRGINIA E. DUGGAN, Incorporator (SEAL)