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OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.
(Requestor's Name)

3320 S.W. 87th AVENUE
(Address)

MIAMI, FLORIDA (305)552-5973
(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-10/05/98--01061--009
*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CANDLES & THINGS, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

98 OCT -5 PM 2:49
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA
FILED

Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION

OF

Candles & Things, Inc.

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TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is Candles & Things, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless dissolved according to law and it's existence shall commence on the date of execution and acknowledgment.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of one dollar (\$ 1.00) par value common stock which shall be designated "common shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof, as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The principal address and the initial registered office of this corporation is: 1079 NE 96 Street Miami Shores, Fl 33138 and the name of the initial registered agent of this corporation at that address is: Santiago Alonso.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Patrick J. Cadigan-Pres/Sect	1079 NE 96 Street Miami Shores, Fl 33138
Santiago Alonso-V.P./Treas	1079 NE 96 Street Miami Shores, Fl 33138

ARTICLE VIII- INCORPORATOR

The name and address of the person signing these Articles is:
Santiago Alonso-1079 NE 96 Street Miami Shores, Fl 33138.

ARTICLE IX-SHAREHOLDERS' QUORUM AND VOTING

Seventy-five (75%) percent of the shareholders' entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 75% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

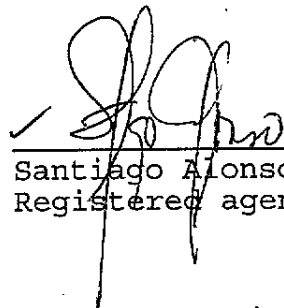
ARTICLE X-SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation duly called as provided by law.

ARTICLE XI-AMENDMENT

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

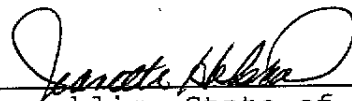
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of October 1998.


Santiago Alonso
Registered agent

STATE OF FLORIDA
SS
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgment in the State and County set forth above, personally appeared Santiago Alonso, known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledges before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in State and County aforesaid, this 1st day of October 1998.


Notary public, State of Florida
at Large

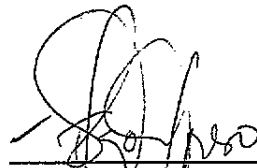
My commission expires:



JEANNETTE MEDINA
MY COMMISSION EXPIRES
March 30, 1999
EDWARD T. TRACY & ASSOCIATES, INC.

REGISTERED AGENT

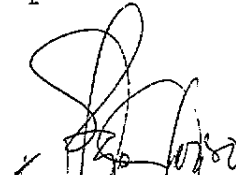
In Pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: Candles & Things, Inc. , desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami Shores, County of Miami-Dade, State of Florida, has named Santiago Alonso located at 1079 NE 96 Street Miami Shores, Florida 33138 as its agent to accept service of process within this state.



Santiago Alonso
Registered Agent

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Santiago Alonso
Registered Agent

SECRETARY OF STATE
TALLAHASSEE
FLORIDA

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