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98 DEC -8 PM 12:19
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 2, 1998

EFFECTIVE DATE
12-3-98

Ms. Pamela Hall
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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RE: Unique Collections, Inc.

Dear Ms. Hall:

Enclosed please find the original and one copy of Articles of Incorporation, for the above-referenced corporation. Additionally, please find my check payable to Florida Department of State -- Division of Corporations, in the amount of \$122.50, representing the filing fee and costs, etc.

Please file the original of the documents enclosed herewith, and create the corporation listed above. Thereafter, kindly return a certified copy of the document to me at the mailing address given above.

If you have any questions or concerns regarding this matter, please do not hesitate to contact me.

With kind regards, I remain,

Very truly yours,

J. Edward Hopkins

JEH/vrc
Enclosures

cc: Ms. Wanda G. Bell (with enclosures)
Ms. Kimberly D. Bell (with enclosures)

P. Hall

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ARTICLES OF INCORPORATION

OF

Unique Collections, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

ARTICLE I - Name

12-3-98

The name of the corporation is Unique Collections, Inc.

ARTICLE II - Duration

This corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles or until such time as it shall be dissolved by law.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any and all business not unlawful under laws of the State of Florida or the United States.

ARTICLE IV - Capital Stock

This corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares". Any and all such "common shares" shall be one class only.

ARTICLE V - Pre-Emptive Rights

Every share holder upon the sale for cash for 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 at the price at which it is offered to others.

ARTICLE VI - 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 by-laws adopted by the shareholders, but shall never be less than the minimum number of directors required by law. The names and addresses of the initial directors of this corporation are: WANDA GAYLE BELL, 2391 Sugartree Court, Pensacola, Florida 32503 and KIMBERLY DAWN BELL, 2343 Arriviste Way, Pensacola, Florida 32504.

ARTICLE VII -Incorporator

The names and addresses of the persons signing these Articles are, WANDA GAYLE BELL, 2391 Sugartree Court, Pensacola, Florida 32503 and KIMBERLY DAWN BELL, 2343 Arriviste Way, Pensacola, Florida 32504.

ARTICLE VIII - Initial Registered Office, Principal Office and Agent

The street address of the initial registered office and principal office of this corporation is, 2391 Sugartree Court, Pensacola, Florida 32503, and the name of the initial registered agent of this corporation at that address is WANDA GAYLE BELL.

ARTICLE IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be majority vote of the Board of Directors or by majority vote of the shareholders, provided, however, that the Board of Directors shall not have power to adopt, alter, amend or repeal by-laws if such action would be inconsistent with any by-laws adopted by

shareholders.

ARTICLE X - Amendment

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 3rd day of December, 1998.

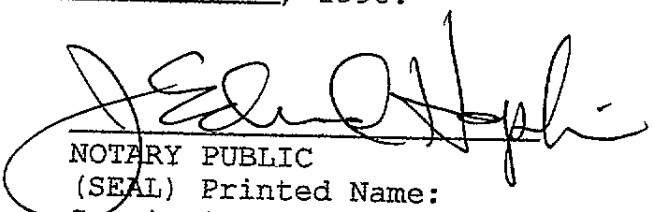
Wanda Gayle Bell
WANDA GAYLE BELL
Incorporator

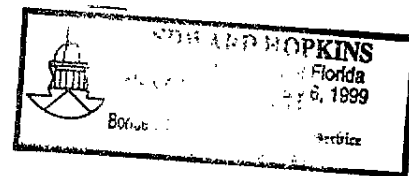
Kimberly Dawn Bell
KIMBERLY DAWN BELL
Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

THIS DAY, personally appeared before me, WANDA GAYLE BELL and KIMBERLY DAWN BELL, who are personally known to me or have produced N/A as identification, who did take an oath, and who deposes and swears that the facts set forth in the foregoing Articles are true and correct to the best of their knowledge and belief.

WITNESS my hand and official seal in the County and State
last aforesaid on this 3rd day of December, 1998.


NOTARY PUBLIC
(SEAL) Printed Name:
Commission No.
Commission Expiration:



DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

OF

Unique Collections, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091 and Chapter 607, Florida Statutes, Unique Collections, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 2391 Sugartree Court, Pensacola, Florida 32503, has named WANDA GAYLE BELL, located thereat as its registered agent to accept service of process within this state.

Wanda Gayle Bell
WANDA GAYLE BELL
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

Wanda Gayle Bell
WANDA GAYLE BELL
Registered Agent