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BRENDA J. MANNIN
450 SOUTHEAST 7TH STREET, Unit 250
DANIA BEACH, FLORIDA 33004

FILED
DIVISION OF CORPORATIONS
99 JAN 27 AM 10:04

January 25, 1999

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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*****87.50 *****70.00

Re: CANDLES & CATS, INC.

Dear Gentlemen:

Enclosed herewith please find the original and one (1) copy of the Articles of Incorporation of the above-referenced corporation for filing purposes.

In addition, please find enclosed a check in the amount of \$70.00 as and for the cost of filing the Articles of Incorporation.

Please file said corporation, and forward a filed copy of the Articles to me at your earliest convenience.

Should you have any questions, please do not hesitate to contact me accordingly.

Yours very truly,

Brenda J. Mannin
BRENDA J. MANNIN

Enclosures

R. Purinton FEB - 1 1999

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SECRETARY OF STATE
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ARTICLES OF INCORPORATION

OF

CANDLES & CATS, INC.

This corporation is formed under the laws of the State of Florida, pursuant to Section 607, Florida Statutes, providing for the formation, liability, rights, privileges, and immunities of corporations for profit.

ARTICLE ONE

The name of this corporation is CANDLES & CATS, INC.

ARTICLE TWO

The mailing address of the principal place of business of this corporation is 450 S.E. 7th Street, Unit 250, Dania Beach, Florida 33004.

ARTICLE THREE

The maximum number of shares of common stock with \$1.00 par value that this corporation is authorized to have outstanding at any one time is 100 shares.

The amounts and description of other than -0- par value common voting stock which the corporation is authorized to have outstanding is NONE.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purposes or at the organization meeting.

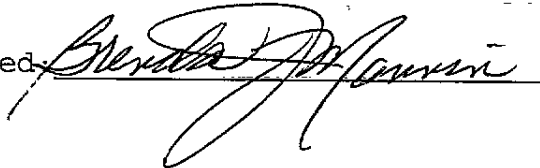
All of the aforementioned stock is to be issued as fully paid for and exempt from assessment.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such amount of the capital stock as the directors may decide.

ARTICLE FOUR

The name and address of the initial registered agent of this corporation is BRENDA J. MANNIN, 450 S.E. 7th Street, Unit 250, Dania Beach, Florida 33004.

Accepted



ARTICLE FIVE

The number of directors of this corporation shall not be less than one (1). The number of directors may be increased from time to time by the by-laws. The name(s) and address(es) of the initial director(s) of this corporation is (are): Brenda J. Mannin, 450 S.E. 7th Street, Unit 250, Dania Beach, Florida 33004.

ARTICLE SIX

This corporation shall commence its existence as of the date of filing these Articles, and its existence shall be perpetual.

ARTICLE SEVEN

This corporation is organized for the following purposes:

1. For the purpose of transacting any or all lawful business.

ARTICLE EIGHT

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

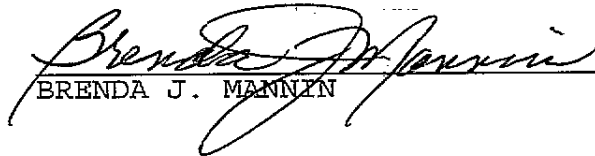
ARTICLE NINE

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE TEN

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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of JANUARY, 1999.


BRENDA J. MANNIN

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this

25th day of JANUARY, 1999.

State of Florida)
) ss
County of Broward)

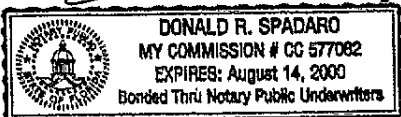
The foregoing instrument was acknowledged before me this 25th day of JANUARY, 1999, by BRENDA J. MANNIN, who is **personally known to me** to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation, as the Incorporator, or who has produced _____, as identification and who did take an oath.

Witness my hand and official seal in the County and State aforesaid this 25th day of JANUARY, 1999.



NOTARY PUBLIC

My Commission Expires:



CERTIFICATE OF DESIGNATION
NAMING AGENT FOR SERVICE OF PROCESS

Pursuant to Chapter 607.34, Florida Statutes, the following is submitted in compliance with said Act:

First - That CANDLES & CATS, INC., desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation at the City of Dania Beach, Broward County, State of Florida has named BRENDA J. MANNIN, located at 450 S.E. 7th Street, Unit 250, Dania Beach, Florida 33004, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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


BRENDA J. MANNIN
Registered Agent

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