

P990000/5273

TRANSMITTAL LETTER

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

FILED
99 FEB 15 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: FRAMES BY JAMES INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$122.50 Filing Fee and Certified Copy

EFFECTIVE DATE
3-1-99

FROM: Roger H. Jacobs, EA
632 West Jefferson St.
Brooksville, FL 34601

600002776276--8
-02/15/99--01143--010
****122.50 *****78.75

(352) 796-8860

NOTE: Please provide the original and one copy of the articles.

P. Hall

FEB 17 1999

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ARTICLES OF INCORPORATION

OF

FRAMES BY JAMES INC.

The undersigned, for the purpose of forming a corporation for profit under the Florida General Corporation Act, do hereby adopt the following articles of incorporation.

ARTICLE I

FRAMES BY JAMES INC.

The name of the corporation shall be: FRAMES BY JAMES INC.

ARTICLE II

DURATION

The corporation shall have perpetual existence with an effective commencement date of March 1st, 1999.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are:

1. To engage in the business of Retail Sales.
2. To transact any other lawful business activity for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 618 West Jefferson St. Brooksville, FL 34601 and the name of its initial registered agent is JAMES E. COOK SR. The principle office and mailing address of the corporation is the same as above.

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ARTICLE V
CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000). Such shares shall be of a single class, and shall have a par value of five dollars (\$5.00) per share. The voting privileges will consist of one (1) vote per share of stock.

ARTICLE VI
DIRECTORS

The corporation shall have two directors initially. The names and addresses of the initial directors are as follows:

JAMES E. COOK SR.

1431 MONDON HILL RD.
BROOKSVILLE, FL 34601

MARY F. COOK

1431 MONDON HILL RD.
BROOKSVILLE, FL 34601

ARTICLE VII
INCORPORATORS

The names and addresses of the incorporators are:

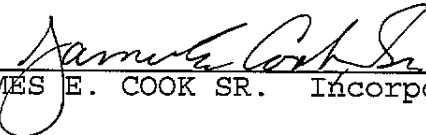
JAMES E. COOK SR.

1431 MONDON HILL RD.
BROOKSVILLE, FL 34601

MARY F. COOK

1431 MONDON HILL RD.
BROOKSVILLE, FL 34601

EXECUTED by the undersigned at Brooksville, Florida, on
this 9TH day of February 1999.


JAMES E. COOK SR. Incorporator


MARY F. COOK Incorporator

STATE OF FLORIDA

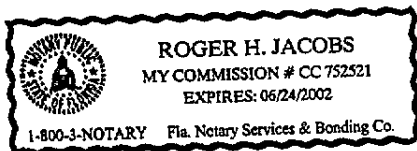
COUNTY OF HERNANDO

BEFORE ME, personally appeared JAMES E. COOK SR. to me
well known and known to me to be the person described in and
who executed the foregoing instrument, and acknowledged to
and before me that JAMES E. COOK SR. executed said instrument
for the purpose therein expressed.

WITNESS my hand and seal, this 9TH day of February,
1999.


NOTARY PUBLIC

My Commission Expires:

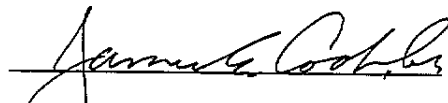


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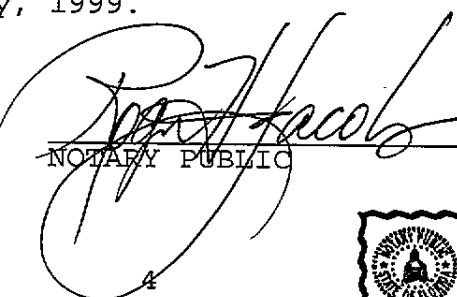
STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

JAMES E. COOK SR., desiring to organize as a corporation for profit under the Florida General Corporation Act, has designated as its intial registered office 618 W. JEFFERSON ST. BROOKSVILLE, FL 34601 and has named JAMES E. COOK SR. its agent to accept service of process within this state.

JAMES E. COOK SR., having been named to accept service of process for the above-named corporation at said place, hereby accept such appointments and agree to comply with the provisions of said Act relating to keeping open said office.


JAMES E. COOK SR.

The foregoing instrument was acknowledged before me this 9th day of February, 1999.


NOTARY PUBLIC

My commission expires:

