

P99000020012

MICHAEL W BERNDGEN
1880 GRIFFIN
DANIA, Florida 33004

February 12, 1999

Secretary of State
Corporation Division
Executive Towers
Tallahassee, FL 32304

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Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of TIFFANY'S HANDCRAFTED, INC..
Please file these with the appropriate authorities. I have enclosed a check to cover the filing
costs and fees.

If you have any questions or should you require any further information, please contact me at
the address above.

Sincerely,

Michael W Berndgen
MICHAEL W BERNDGEN

FILED
99 MAR - 1 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**Articles of Incorporation
of
TIFFANY'S HANDCRAFTED, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**I.
Name**

The name of the Corporation is TIFFANY'S HANDCRAFTED, INC., hereinafter referred to as the "Corporation."

**II.
Purposes**

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

**III.
Principal Office and Registered Agent**

The principal office of the Corporation is 2760 RAINTREE CIRCLE, TALLAHASSEE, Florida 32308. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida. The name and address of the registered agent for service of process upon the Corporation is MICHAEL W BERNDGEN, 1880 GRIFFIN ROAD, DANIA, Florida 33004.

**IV.
Duration**

The duration of the Corporation shall be perpetual.

**V.
Initial Business**

The initial business of the Corporation shall be: TO SELL PERSONAL PROPERTY

VI.
Capital Stock

The Corporation is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Corporation shall have authority to issue is 100, each share to have a par value of \$ 1.00.

VII.
Incorporators

The names and mailing addresses of the incorporators are:

<u>Incorporator Name</u>	<u>Incorporator Address</u>
MICHAEL W BERNDGEN	1880 GRIFFIN ROAD DANIA, FL 33004

VIII.
Directors

The number of directors constituting the initial Board of Directors of the Corporation is: 1. The name(s) and address(es) of the person(s) who is/are appointed to act as the initial director(s) of the Corporation is/are:

<u>Director Name</u>	<u>Director Address</u>
ELOUSIE FOX	2760 RAINTREE CIRCLE TALLAHASSEE, FL 32308

IX.
No Personal Liability

The private property of the stockholders shall not be subject to the payment of corporate debts.

X.
Operating Provisions

The provisions for the operation, regulations, and management of the business and internal affairs of the Corporation shall be as set forth in the Bylaws, which may be amended from time to time by a majority vote of a quorum of the Board of Directors.

XI.
Fiscal Year

The fiscal year of the Corporation shall be from JAN. 1 to DEC. 31 of each year.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this, the 12TH day of FEBRUARY, 19 99.



MICHAEL W BERNDGEN
INCORPORATOR

State of FLORIDA

County of BROWARD

BEFORE ME, the undersigned authority, on this day personally appeared MICHAEL W BERNDGEN, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 12TH day of FEBRUARY, 19 99.

Marlene Kowachik
Notary Public in and for the
State of FLORIDA



My Commission Expires:

State of _____

County of _____

BEFORE ME, the undersigned authority, on this day personally appeared _____, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the _____ day of _____, 19 ____.

Notary Public in and for the
State of _____

My Commission Expires:

FILED
99 MAR - 1 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

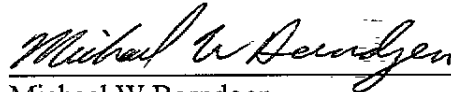
CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and the registered agent, in the State of Florida.

1. The name of the corporation is Tiffany's Handcrafted, Inc.
2. The name and address of the registered agent and office is:

Michael W Berndgen
1880 Griffin Road
Dania, FL 33004



Michael W Berndgen

Incorporator

Date: February 12, 1999

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Michael W Berndgen

Date: February 12, 1999