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McDANIEL & BALL, P.A.

ATTORNEYS AT LAW

1444 FIRST STREET

SARASOTA, FLORIDA 34236

(941) 952-1500

FAX (941) 953-5736

ROBERT S. McDANIEL, JR.
CHARLES H. BALL

May 21, 1999

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

900002884259--0

-05/24/99-01111--005

****122.50 ****78.75

Re: QUEENS' WREATH JEWELS, INC.

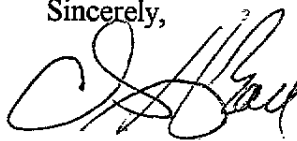
Dear Sir:

Please find enclosed an original and one copy of the above Articles of Incorporation, Certificate Designating Registered Agent and my check in the amount of \$122.50 for filing.

After the corporation has been filed, please return a certified copy for my file.

Thank you for your cooperation in this matter. If you should need anything further, please contact me.

Sincerely,



Charles H. Ball

CHB:hhl
Encls.

FILED
99 MAY 24 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
5-28-99

ARTICLES OF INCORPORATION
OF
QUEENS' WREATH JEWELS, INC.

FILED
99 MAY 24 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be **QUEENS' WREATH JEWELS, INC.**

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the subscribers of this corporation at any regular or special meeting.

ARTICLE IV. EXISTENCE

This corporation shall have perpetual existence until dissolved according to law.

ARTICLE V. ADDRESS

The initial street address of the principal office of this corporation is to be at 524 Columbia Court Sarasota, Florida 34236.

ARTICLE VI. DIRECTORS

There shall be one director of the corporation. The name and address of the sole director is as follows:

TINA T. LITTLE	524 Columbia Court Sarasota, Florida 34236
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ARTICLE VII. SUBSCRIBER

The name and address of sole subscriber signing these Articles of Incorporation is as follows:

TINA T. LITTLE	524 Columbia Court Sarasota, Florida 34236
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ARTICLE VIII. REGISTERED OFFICE

The street address of the initial registered office and the name of its original registered agent is as follows:

524 Columbia Court Sarasota, FL 34236	TINA T. LITTLE
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ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the subscriber, proposed by him to the stockholders and approved by them at a meeting of stockholders by a majority of the stockholders entitled to vote thereon, unless all of the officers and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.


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

filed the foregoing Articles of Incorporation under the laws of the State of Florida, this _____
day of _____, 1999.


TINA T. LITTLE

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21 day of May,
1999, by **TINA T. LITTLE**, who are personally known to me/or have produced _____
_____ as identification and who did/did not take an oath.


Notary Public

(Print Name)

My Commission Expires:

Charles H. Ball
McDANIEL & Ball, P.A.
1444 First Street
Sarasota, Florida 34236
(941) 952-1500



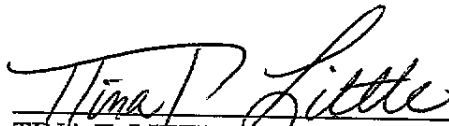
Charles H. Ball
MY COMMISSION # CC681057 EXPIRES
October 18, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

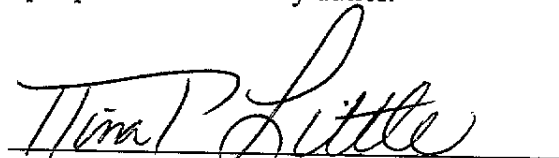
In compliance with Sections 48.091 and 607.034, Florida Statutes, the Following is submitted:

FIRST that QUEENS' WREATH JEWELS, INC., is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 524 COLUMBIA COURT, SARASOTA, FLORIDA, 34236 has named TINA T. LITTLE, located 524 COLUMBIA COURT, SARASOTA, FLORIDA, 34236, as its agent to accept service of process within Florida.

Dated: 5/21/99


TINA T. LITTLE, Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


TINA T. LITTLE, Registered Agent

FILED
99 MAY 24 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA