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June 8, 1999

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

Subject: Articles of Corporation of Precious Moments, Inc.

Enclosed, is an original and one (1) copy of the Articles of Corporation and a check in the amount of \$78.75 to cover the cost of the filing fee and certificate.

If you would take care of this matter for me, it would be appreciated. However, should you need any further information, please do not hesitate to contact me.

Very truly yours,



Lawrence R. Rausch

LRR/mbc
Enc:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN 11 PM 4: 02

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PRECIOUS WONDERS, INC.

ARTICLE I - NAME

The name of this corporation is PRECIOUS WONDERS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607. Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase their pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 712 Edgewood Avenue South, Jacksonville, Florida 32205, and the name of the initial registered agent of this corporation at that address is LAWRENCE R. RAUSCH.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation are:

PRESIDENT:

VICKIE R. WRIGHT
814 S. ELLIS ROAD
JACKSONVILLE, FL. 32205

SECRETARY:

DENNIS C. WRIGHT
814 S. ELLIS ROAD
JACKSONVILLE, FL. 32205

ARTICLE VIII - INCORPORATORS

The names and addresses of the Incorporators signing these articles are:

VICKIE R. WRIGHT
814 S. ELLIS ROAD
JACKSONVILLE, FL. 32205

DENNIS C. WRIGHT
814 S. ELLIS ROAD
JACKSONVILLE, FL. 32205

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 8th day of June, 1999.

Vickie R. Wright
VICKIE R. WRIGHT
Incorporator

Dennis C. Wright
DENNIS C. WRIGHT
Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared VICKIE R. WRIGHT AND DENNIS C. WRIGHT, known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 8 day of June, 1999.

Mildred B. Connors
NOTARY PUBLIC, STATE OF FLORIDA



Mildred B. Connors
MY COMMISSION # CC634520 EXPIRES
April 3, 2000
BONDED THRU TROY FAIN 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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN 11 PM 4:02

FILED

Pursuant to the provisions of Section 607.0501, Florida Statutes, the following is submitted:

FIRST that PRECIOUS WONDERS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 814 S. ELLIS ROAD, JACKSONVILLE, FLORIDA 32205, has named LAWRENCE R. RAUSCH, at 712 South Edgewood Avenue, Jacksonville, Florida 32205, as its agent to accept service of process within Florida.

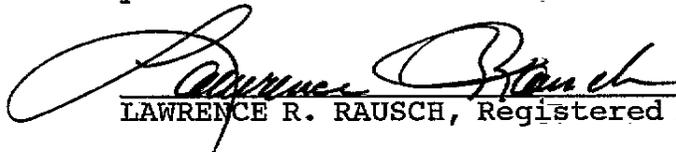
DATED: This 8 day of June, 1999.


VICKIE R. WRIGHT


DENNIS C. WRIGHT

ACKNOWLEDGEMENT:

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


LAWRENCE R. RAUSCH, Registered Agent