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June 18, 1999

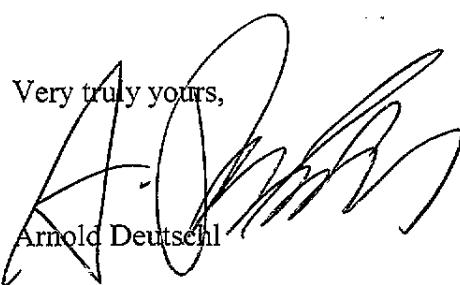
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Shop of Dreams, Inc.

To Whom It May Concern;

Enclosed are original Articles of Incorporation for Shop of Dreams, Inc., together with one (1) copy. Also enclosed is a check in the amount of \$70.00 to cover the filing fees.

Please send acknowledgment receipt to: Shop of Dreams, Inc.
C/o Arnold Deutschl
921 South Park Road # 310
Hollywood, Florida 33021

Very truly yours,

Arnold Deutschl

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

SHOP OF DREAMS, INC.

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt (s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

SHOP OF DREAMS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

921 South Park Road #310
Hollywood, Florida 33021

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND (1,000) SHARES AT TEN CENTS (\$.10) EACH

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Arnold Deutschl
921 South Park Road #310
Hollywood, Florida 33021

ARTICLE V - INCORPORATOR (S)

The name (s) and street address (es) of the incorporator (s) to these Articles of Incorporation:

Arnold Deutschl
921 South Park Road #310
Hollywood, Florida 33021

ARTICLE VI - PURPOSES

Business Purpose: This Corporation is organized for the purpose of retail consignment sales and also to engage in any lawful business under the laws of the State of Florida.

The undersigned has (have) executed these Articles of Incorporation this 21st Day of June, 1999

Arnold Deutschl

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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/registered agent, in the State of Florida.

1. The name of the Corporation is: Shop of Dreams, Inc.

The registered agent and office is:

Arnold Deutschl
921 South Park Road # 310
Hollywood, Florida 33021

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TALLAHASSEE, FLORIDA

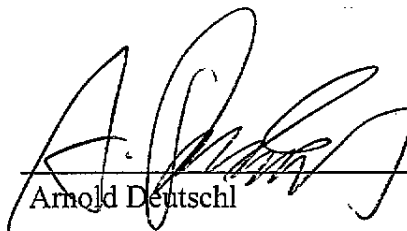


Arnold Deutschl

6/21/99

Date

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.



Arnold Deutschl

6/21/99

Date