January Nicholas Thomes, P.A.
Attorney and Counselor at Law

PLEASE REPLY TO: E

PLEASE REPLY TO:

PLEASE REPLY TO:

P.O. BOX 972449 Miami, Florida 33197 99198 OVERSEAS HIGHWAY, SUITE 8 P.O. BOX 3318 255 ALHAMBRA CIRCLE SUITE 600

PHONE (305) 252-2676 FAX (305) 252-2861 Key Largo, Florida 33037

CORAL GABLES, FLORIDA 33134

PHONE (305) 45I-4053 FAX (305) 45I-3768 PHONE (305) 441-0990 FAX (305) 443-0019

August 9, 1999

Secretary of State Corporate Records Bureau Division of Corporations Department of State P. O. Box 6327 Tallahassee, FL 32301

700002960537--8 -08/16/99--01076--001 ****122.50 *****78.75

Re: ARTICLES OF INCORPORATION

FOLLOW YOUR HEART DESIGNS, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation. Also enclosed is our firm's check in the amount of \$122.50.

Please send a certified copy of the Articles of Incorporation in the self-addressed, stamped envelope I have enclosed for your convenience.

Thank you for your attention to this matter.

Very truly yours,

TIMOTHY NĪCHOLAS THOMES, P. A.

Caroline no Glomes

Caroline N. Thomes, CLA

/ct .

Enclosures

99 AUG 16 MM 8: 59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATE S/33/99 Brown

ARTICLES OF INCORPORATION

OF

FOLLOW YOUR HEART DESIGNS, INC.

ARTICLE I

The name of this corporation is FOLLOW YOUR HEART DESIGNS, INC.

ARTICLE II

This corporation shall exist perpetually.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business. The specific nature of the corporation's business is needlework design. The corporation's principal office and mailing address is 21312 S. W. 92nd Avenue, Miami, FL 33189-3820.

ARTICLE_IV

This corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common stock.

ARTICLE V

The street address of the initial registered office of this corporation is 99198 Overseas Highway, Suite #8, Key Largo, Florida 33037, and the name of the initial registered agent of this corporation is Timothy Nicholas Thomes, 99198 Overseas Highway, Suite 8, Key Largo, Florida 33037, whose mailing address is P. O. 972449, Miami, FL 33197-2449.

ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional share) at the price at which it is offered to others.

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and home address of the initial director of this corporation is:

Caroline N. Thomes, 21312 S. W. 92nd Avenue, Miami, FL 33189-3820.

The name and address of the person signing these articles is: Timothy Nicholas Thomes, Esq. 99198 Overseas Highway, Suite #8, P. O. Box 3318, Key Largo, Florida 33037.

ARTICLE IX

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this

reservation.

IN_WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 9th day of

August, 1999.

I HEREBY ACCEPT THE DESIGNATION AS REGISTERED

AGENT

I mothy Nicholas

Subscriber / REGISTERED AGENT

STATE OF FLORIDA)

ss:

COUNTY OF MONROE)

I hereby certify that on this ______ day of August, 1999, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared TIMOTHY NICHOLAS THOMES, to me well known to be the person described as subscriber and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation and he did take an oath.

AIDA

AIDA C. PALMA
COMMISSION NO. CC165672
MY COMMISSION EXPIRES
AUGUST 1, 2001

NOTARY PUBLIC Aida C. Palma

My Commission Expires: 8/1/2001

My Commission Number Is: CC665572