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Account Name : FAS-T CORP. AGENTS, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

ST. JAMES COLLECTION, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 13, 1999

FAS-T

SUBJECT: ST. JAMES COLLECTION, INC.
REF: W99000020986

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A corporation may not act as its own incorporator. Please designate an individual, another active domestic or foreign corporation, with a street address.

If you have any further questions concerning your document, please call (850) 487-6067.

Neyssa Culligan
Document Specialist

FAX Aud. #: H99000022831
Letter Number: 199A00045005

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION
OF**

ST. JAMES COLLECTION, INC.

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is ST. JAMES COLLECTION, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - INCORPORATOR

The name and address of the initial incorporator and subscriber hereto is as follows:

Wayne St. James
3111 N Ocean Dr. # 1403
Hollywood, FL 33019

Prepared by
Wayne St. James
3111 N. OCEAN DR #1403
Hollywood, FL 33019
(954) 923-4581

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TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the Board of Directors of the corporation. The names and addresses of the parties that are to serve as director(s) until the next election are as follows:

Wayne St. James

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the officers of the corporation. The officers of the corporation shall consist of a President and such other officers as the Board of Directors may from time to time determine are appropriate in order to carry out the activities of the corporation.

**ARTICLE VIII - PRINCIPAL OFFICE
AND INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal office and initial registered office of this corporation and name of the initial registered agent of this corporation is:

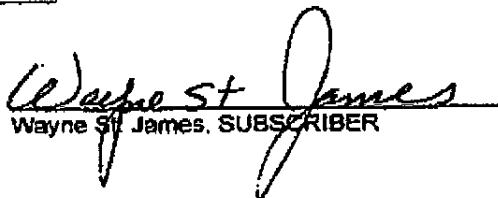
Wayne St. James
3111 N. OCEAN DR #1403
Hollywood, FL 33019

ARTICLE IX - OFFICERS

The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the corporation until the next election are as follows:

Wayne St. James - President

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2 day of SEPTEMBER, 1999.



Wayne St. James, SUBSCRIBER

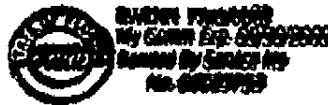
STATE OF FLORIDA

SS:
COUNTY OF BROWARD

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Wayne St. James known by me (personally X or having shown a photo identification) to be the person who executed the foregoing Articles of Incorporation, and (s)he acknowledged before me that (s)he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3rd day of AUGUST, 1999.


NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES:
By Court Exp. 08/31/2000
Renewed By Service Inc.
Exp. 02/28/2000



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, 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: ST. JAMES COLLECTION, INC.
2. The name of the registered agent and office is:

Wayne St. James
3111 N. OCEAN DR #1403
Hollywood, FL 33019

HAVING BEEN NAMED AS THE REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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 OBLIGATION OF MY POSITIONS AS REGISTERED AGENT.


Wayne St. James, REGISTERED AGENT

DATED:

September 2, 1999

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TALLAHASSEE, FLORIDA