

P99000081369

Mark Thompson
4747 N. Lakeland Hills Blvd
Suite 378
Lakeland, FL 33805-9577

September 1, 1999

Department of State
Division of Corporations
P.O. Box 6327
409 E. Gaines Street
Tallahassee, FL 32399

EFFECTIVE DATE
9-1-99

700002980467--4
-09/08/99--01036--007
*****78.75 *****78.75

Subject: Tarah's Gifts & Collectibles, Inc.

Attached please find an original and one (1) copy of the Articles of Incorporation of ~~AAA Corporation~~, Certificate of Designation Registered Agent/ Registered Office and a check for the amount of \$78.75.

From: Mr. Mark S. Thompson
4747 North Lakeland Hills Blvd
Suite 378
Lakeland, FL 33805-9577
(941) 688-0270
FAX: (941) 680-2806

FILED
99 SEP -8 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
9-1-99

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TARAH'S GIFTS & COLLECTIBLES, INC.**

ARTICLE ONE

The name of the corporation is Tarah's Gifts & Collectibles, Inc.

ARTICLE TWO

The Corporation shall be effective September 1, 1999. The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The classes, number and par value of shares which the corporation shall have authority to issue without further report to the Secretary of State are:

Class of shares:	Number of shares:	Par value of shares:
Common	50,000	\$ 1.00
Preferred Series A: 8% Cumulative Nonparticipating	10,000	\$100.00
Preferred Series B: 6% Cumulative Participating Convertible	20,000	\$ 50.00

ARTICLE FIVE

The principal place of business and mailing address of this corporation shall be 2920 South Florida Avenue, Lakeland, Florida 33813.

ARTICLE SIX

The street address of its initial registered office is 2920 South Florida Avenue, Lakeland, Florida, and the name of its initial registered agent at such address is Joseph Hutchinson.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one, and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until the director's successor is elected and qualified is:

Name: _____ Mailing address: _____

Joseph Hutchinson 2920 South Florida Avenue, Lakeland, Florida 33813.

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of the incorporator is:

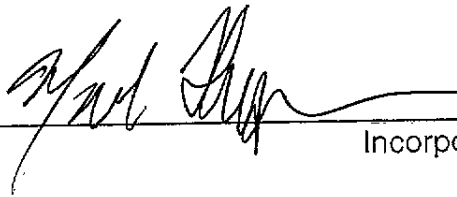
Name: _____ Mailing address: _____

Mark Thompson - 4747 North Lakeland Hills Blvd, Suite 378, Lakeland, Florida 33805-9577

ARTICLE TEN

The powers of the incorporator ceases upon the filing of the Articles of Incorporation.

The undersigned has executed these Articles of Incorporation this 1st date day of September, 1999.


Incorporator

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

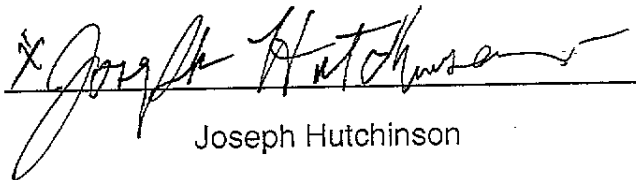
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: Tarah's Gifts & Collectibles, Inc.

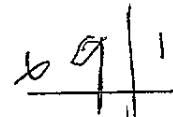
2. The name and address of the registered agent and office is:

Joseph Hutchinson
2920 South Florida Avenue
Lakeland, Florida 33813.

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.



Joseph Hutchinson



Date

FILED
99 SEP -8 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA