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September 20, 1999

Secretary of State

Division of Corporations

409 E. Gaines Street

Tallahassee, FL 32301

100002994881--6

-09/23/99-01050-004

*****78.75 *****78.75

RE: ARTISTIC FAUX DESIGNS, INC.

Dear Division:

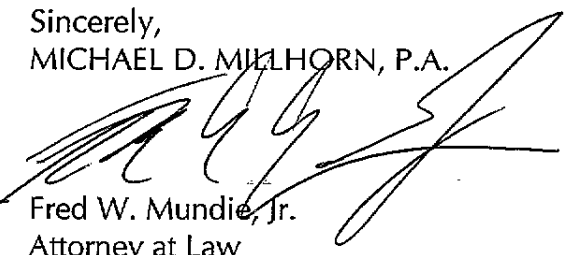
Enclosed is the executed original and one copy of the Articles of Incorporation for the above referenced corporation.

I have also enclosed my check made payable to the Secretary of State in the amount of \$78.75 to cover the costs of the following:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Registered Agent Designation	\$ 35.00
TOTAL	\$ 78.75

Please return the certified copy to my office. Thank you for your kind cooperation.

Sincerely,
MICHAEL D. MILLHORN, P.A.


Fred W. Mundie, Jr.
Attorney at Law

encl.

FILED
99 SEP 23 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T BROWN SEP 27 1999

**ARTICLES OF INCORPORATION
OF
ARTISTIC FAUX DESIGNS, INC.**

FILED
99 SEP 23 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

Article I - Name

The name of the corporation is:

ARTISTIC FAUX DESIGNS, INC.

and the principal mailing address of the corporation is:

**1453 San Clemente Ct.
Lady Lake, Florida 32159**

Article II - Purpose

The general purpose for which the Corporation is organized is for the transaction of any and all lawful business for which Corporations may be incorporated under the Florida General Corporation Act, the laws of the State of Florida or of the United States of America.

Article III - Duration

The duration of the Corporation is to be perpetual. The date and time of the corporate existence is the time these Articles of Incorporation are filed with the Secretary of State's office.

Article IV - Capital Stock

This Corporation is initially authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares—Class 'A' voting," which shall be entitled to one vote per share.

Article V- Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is:

1453 San Clemente Ct.
Lady Lake, FL 32159

and the name of the initial registered agent of this Corporation at that office is:

Mary Antepenka

Article VI - Initial Board of Directors

This Corporation shall have Two Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than two and not more than five. The Directors, in their sole discretion, may appoint Officers of the Corporation at any time. The names and addresses of the initial Directors of this Corporation are as follows:

Karen Foley
209 Juarez Way
Lady Lake, FL 32159

Mary Antepenka
1453 San Clemente Ct.
Lady Lake, FL 32159

Article VII - Management

The initial management of the Corporation shall be vested in the following named individuals, holding the capacity so stated:

Karen Foley	-	President/Treasurer
Mary Antepenka	-	Vice-President/Secretary

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is:

Mary Antepenکو
1453 San Clemente Ct.
Lady Lake, FL 32159

Article IX - Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 17TH day of September, 1999.

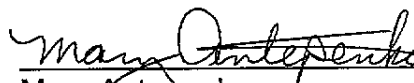


Mary Antepenکو, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 17TH DAY OF SEPTEMBER, 1999.


Mary Antepencko

FILED
99 SEP 23 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MARION

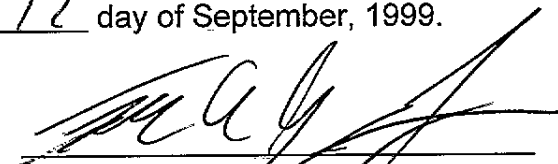
BEFORE ME, a Notary Public authorized in the State and County set forth above, personally appeared Mary Antepencko, who produced Florida Driver's License as identification, as Incorporator, executed the foregoing Articles of Incorporation of ARTISTIC FAUX DESIGNS, INC. and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 17 day of September, 1999.

(SEAL)



Fred W. Mundie, Jr.
MY COMMISSION # CC732689 EXPIRES
April 12, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


NOTARY PUBLIC
My Commission Expires: