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J. DANIEL PETERSON, P.A.
Attorney at Law
125 East Indiana Avenue
Post Office Box 1870
DeLand, Florida 32721-1870

Telephone
(904) 734-2311

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(904) 734-1176

September 29, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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

Re: McKay & ^{Company} Co., Inc.

Dear Sir/Madam:

Enclosed herein are two (2) executed copies of the Articles of Incorporation of the above-named corporation together with the Designation of Registered Agent.

Also enclosed is a check in the amount of \$78.75 in payment of the following fees:

Filing Fee	\$35.00
Designation of Registered Agent	35.00
Certificate	8.75
Total	\$78.75

Please return the appropriate documentation to:
J. Daniel Peterson
125 East Indiana Avenue-Suite B
DeLand, Florida 327824

Phone 904-734-2311

Thank you for your cooperation in this matter.

Respectfully yours,


J. Daniel Peterson

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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J. D. PETERSON

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J. DANIEL PETERSON, P.A.
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October 5, 1999

Department of State
Division of Corporations

Attention: Angie
BY FAX: 850-487-6804

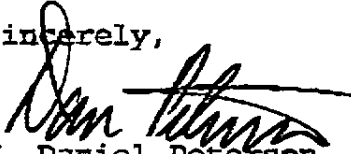
RE: McKay & Co.-now McKay & Company, Inc.

Dear Angie:

As per our phone conversation of this morning, this will be your authority to change the name of the above corporation to McKay & Company, Inc.

If you have any questions concerning this matter, please feel free to contact me.

Sincerely,


J. Daniel Peterson

JDP\hmslf
Enclosures

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MCKAY & COMPANY, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby acts as an incorporator to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is MCKAY & COMPANY, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing on the date of filing of Articles of Incorporation by the Department of State.

ARTICLE III. GENERAL PURPOSE

This corporation is organized for the purpose of manufacturing and distributing home accessories and the like, and for the purpose of transacting or engaging in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others which price, in the case of par value shares, may be in excess of par.

ARTICLE VI. THE PRINCIPAL MAILING OFFICE AND
INITIAL REGISTERED OFFICE AND AGENT

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

1100 Dove Hunter Road
DeLand, Florida 32724

and the name of the initial registered agent of this corporation at this address is:

Mary Kay Underhill

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws. The name and street address of the member of the initial board of directors who shall hold office until the first annual meeting of shareholders of the corporation or until his/her/their successors are elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mary Kay Underhill	1100 Dove Hunter Road DeLand, Florida 32724

ARTICLE VIII. SUBSCRIBERS

The name and street addresses of the subscriber to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mary Kay Underhill	1100 Dove Hunter Road DeLand, Florida 32724

ARTICLE IX. AMENDMENT

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

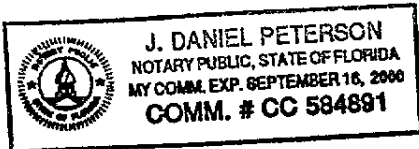
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of September, 1999.

Mary Kay Underhill
Mary Kay Underhill, Subscriber

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned officer duly authorized to take acknowledgements, MARIA KAY UNDERHILL, to me known to be the person described in and who executed the foregoing, and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of September, 1999.



J. Daniel Peterson
Notary Public, State of Florida
J. DANIEL PETERSON
Printed/Typed Name of Notary
Personally Known X AND/OR Produced Identification _____
Type of Identification Produced _____

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 MCKAY & COMPANY, INC.
2. The name and address of the registered agent and office is:

Mary Kay Underhill

Name

1100 Dove Hunter Road

Address (Post Office Box NOT acceptable)

DeLand, Florida 32724

City/State/Zip

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.



Mary Kay Underhill Signature