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REFERENCE : 400586 80741A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 6, 1999

ORDER TIME : 11:31 AM

ORDER NO. : 400586-005

CUSTOMER NO: 80741A

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*****70.00 *****70.00

CUSTOMER: Eugene O. George, Esq.
BOWMAN GEORGE SCHEB TOALE &
BOWMAN GEORGE SCHEB TOALE &
Suite 3
22 South Tuttle Avenue
Sarasota, FL 34237

DOMESTIC FILING

NAME: TIMELESS DESIGNS OF SARASOTA,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -6 AM 10:20

RECEIVED
99 OCT -6 3:11
DEPT. OF
DIVISION OF
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TIMELESS DESIGNS OF SARASOTA, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT -6 AM 10:20

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: Timeless Designs of Sarasota, Inc., and the address is: 5911 Olive Avenue, Sarasota, FL 34231.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 5911 Olive Avenue, Sarasota, FL 34231, and the name of its initial Registered Agent at that address is John P. Rodgers.

Article 6. Incorporator. The name and address of the Incorporator is as follows:

Catherine Schwaab
P.O. Box 213
Sarasota, FL 34230

Article 7. Initial Board of Directors. The names and addresses of the individuals who are to serve as initial directors is as follows:

Catherine Schwaab
P.O. Box 213
Sarasota, FL 34230

John P. Rodgers
5911 Olive Avenue
Sarasota, FL 34231

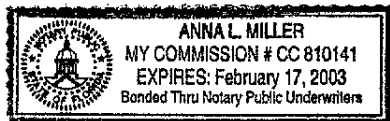
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 5 day of October, 1999.

Catherine Schwaab
CATHERINE SCHWAAB, Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared CATHERINE SCHWAAB, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that CATHERINE SCHWAAB executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 5th day of October, 1999.



Anna L. Miller
Notary Public

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of TIMELESS DESIGNS OF SARASOTA, INC., which is contained in the foregoing Articles of Incorporation, and acknowledges that he is familiar with and accepts the obligations of that position.

DATED this 5 day of October, 1999.

John P. Rodgers
JOHN P. RODGERS, Registered Agent

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