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660 East Jefferson Street
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Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

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CORPORATION(S) NAME

Antique Land of Florida, Inc.

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AL JUN 14 1999

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Antique Land of Florida, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware (State or country under the law of which it is incorporated) 3. Applied For (FEI number, if applicable)

4. May 18, 1999 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, and 817.155, F.S.)

7. 2712 Bee Caves Road, Suite 114
Austin, TX 78746
(Current mailing address)

8. Engage in any and all lawful acts and activities
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: C T CORPORATION SYSTEM
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

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10. Registered agent acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.
[Signature]
E.A. Wallace (Registered agent's signature) Ass't Secy.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Courtland Logue, Jr.

Address: 2712 Bee Caves Rd, #114, Austin, TX 78746

Vice Chairman: _____

Address: _____

Director: John Orton

Address: 2712 Bee Caves Rd, #114, Austin, TX 78746

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Courtland Logue, Jr.

Address: 2712 Bee Caves Rd, #114
Austin, TX 78746

Vice President: _____

Address: _____

Secretary: John Orton

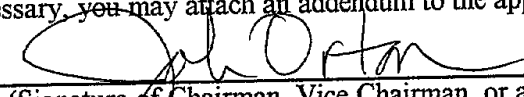
Address: 2712 Bee Caves Rd, #114
Austin, TX 78746

Treasurer: John Orton

Address: 2712 Bee Caves Rd, #114
Austin, TX 78746

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John Orton, Secretary
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ANTIQUELAND OF FLORIDA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

06-11-99