

PA8000107550



ACCOUNT NO. : 072100000032  
REFERENCE : 081588 4352702  
AUTHORIZATION : Patricia Pizutti  
COST LIMIT : \$ 78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 29 PM 3:01

ORDER DATE : December 29, 1998

ORDER TIME : 11:36 AM

ORDER NO. : 081588-005

CUSTOMER NO: 4352702

CUSTOMER: Susan B. Hecker, Esq  
WILLIAMS PARKER HARRISON DIETZ  
WILLIAMS PARKER HARRISON DIETZ  
200 South Orange Avenue

Sarasota, FL 34236

FILED  
1ST

DOMESTIC FILING

NAME: RED BARN FLEA MARKET, INC.

\*\*\*\*FILE 1ST

400002725194--7

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

RECEIVED  
98 DEC 29 PM 12:28  
DIVISION OF CORPORATIONS  
12/29/98

**RESOLUTION BY CONSENT OF THE SHAREHOLDERS AND DIRECTORS  
OF  
RED BARN FLEA MARKET, INC.**

The undersigned, being all of the shareholders and directors of Red Barn Flea Market, Inc., a Florida corporation which was formed on August 5, 1994, acting pursuant to the provisions of Sections 607.0704 and 607.0821, Florida Statutes, hereby consent to the adoption, effective as of December 10, 1998 of the following resolutions with the same effect as if duly adopted at a special meeting of the shareholders and the directors:


**RESOLVED**, the Shareholders and Directors adopted a resolution to liquidate and dissolve the corporation effective on December 10, 1998, and adopted Articles of Dissolution as of December 10, 1998, and

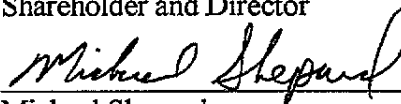
**FURTHER RESOLVED**, that the Shareholders and Directors agree to allow Daniel O. Shepard to organize a new corporation using the name "Red Barn Flea Market, Inc." under the laws of the State of Florida effective December 11, 1998.

**FURTHER RESOLVED**, that there is no intention of the Directors to reinstate the corporation at any time in the future.

The undersigned direct that this instrument be filed among the proceedings of the shareholders and directors of the corporation effective as of the date set forth above.

  
Daniel O. Shepard  
Shareholder and Director

  
Linda S. Sterrett  
Shareholder and Director

  
Michael Shepard  
Shareholder and Director

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01/01/99

**ARTICLES OF INCORPORATION  
OF  
RED BARN FLEA MARKET, INC.**

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DIVISION OF CORPORATIONS  
98 DEC 29 PM 3:01

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Red Barn Flea Market, Inc.

2. Principal Office. The principal office of the Corporation is:

1707 1<sup>st</sup> Street East  
Bradenton, Florida 34208

3. Mailing Address. The mailing address of the Corporation is:

1707 1<sup>st</sup> Street East  
Bradenton, Florida 34208

4. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a \$1.00 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

Ric Gregoria, Esq.  
200 South Orange Avenue  
Sarasota, Florida 34236

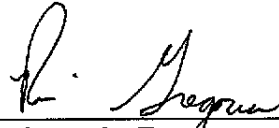
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

7. Incorporator. The name and address of the incorporator of the Corporation is:

Ric Gregoria, Esq.  
200 South Orange Avenue  
Sarasota, Florida 34236

8. Effective Date. The existence of the Corporation shall commence on January 1, 1999.

Dated this 10 day of December 1998.

  
\_\_\_\_\_  
Ric Gregoria, Esq.  
Incorporator and Registered Agent