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Requestor's Name _____

Address _____

City/State/Zip _____ Phone # _____

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Office Use Only

INSTRUCTIONS

Sender: Keep Pink Copy. Send White and Yellow Copy.
 Receiver: Write reply. Keep White Copy, Return Yellow Copy
 (Fold in half to fit window envelope)

NO REPLY NECESSARY

TO

Secretary of State
 Div of Corporations
 P.O. Box 6327
 Tallahassee, Fl 32314

JOHN DANIEL NYCE, P.A.
 ATTORNEY AT LAW
 4367 NORTH FEDERAL HIGHWAY
 FORT LAUDERDALE, FLORIDA 33308
 305-772-8222

DATE: 2/19/99

RE: Andy Antiques

MESSAGE

Please file same and return to this office. My check for filing fees enclosed. Could you send me an updated sheet for corporate charges and costs charged by your department? Thank you,

Respectfully,

Signed _____

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

99 FEB 24 AM 10:16

FILED

REPLY

Pmc
2/26/99

Signed _____

Blackstone Legal Supplies, Inc.

Other

Examiner's Initials

FILED
99 FEB 24 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Andy Antiques, Inc.

THE UNDERSIGNED persons, do hereby associate themselves together for the purposes of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of said state regulating the formation of corporations for profit.

ARTICLE I

NAME:

The name of the corporation shall be; Andy Antiques, Inc.

ARTICLE II

DURATION:

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation, by the office of the Secretary of State, for the State of Florida.

ARTICLE III

The general nature of the business to be transacted by this corporation, shall be as follows;

Wholesale and retail purchase and sale of antiques,

and;

to transact any and all lawful business for which corporations may be incorporated and utilized under the laws of the State of Florida. To do all acts and things necessary, convenient or expedient to carry out the purposes for which this Corporation was formed. To purchase subscribe for, or otherwise acquire and own, hold, use, sell, assign, transfer, import, export, mortgage, pledge, exchange or otherwise dispose of real property, and personal property of every kind and discription.

ARTICLE IV

CAPITAL STOCK

The amount of paid in capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars, to be paid either in cash, merchandise, real estate, machinery or services as may be determined by the Board of Directors.

The maximum shares of stock that this corporation is authorized to have at any one time, is TEN THOUSAND (10,000) SHARES of common stock, having a par value of \$5.00 per share with voting power of one vote for each share of stock at all meetings of the stockholders.

ARTICLE V

RIGHTS UPON DISSOLUTION OR LIQUIDATION

In the event of any voluntary or involuntary liquidation, dissolution or winding down of the corporation, the assets of this corporation shall be payable to and distributed among the holders of record of the common stock.

ARTICLE VI

VOTING RIGHTS

Except as provided by law, the entire voting power of the shareholders, for all purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation, and the name of the registered agent of same, shall be;

OFFICE ADDRESS 1801 S.W. 43rd Ave

Ft. Lauderdale, Fl 33317

REGISTERED AGENT Virgil Dume

ARTICLE VIII

INCORPORATORS

The names and addresses of the incorporators of this corporation are;

Virgil Dume

1801 S.W. 43rd Ave

Ft. Lauderdale, Fl 33317

ARTICLE IX

OFFICERS

The business of this corporation, shall be conducted by a President and Secretary, and by a Board of Directors. Any of the said offices may be held by one and the same person, and any one of the Board of Directors may hold one of the offices listed therein. Until the first meeting of the shareholders herein provided for, and until their successors shall be duly elected and qualified, the business of the corporation shall be transacted by the following named officers, together with the after named Board of Directors, to wit;

PRESIDENT Virgil Dume

SECRETARY Virgil Dume

ARTICLE X

INITIAL BOARD OF DIRECTORS

This corporation shall have -2- director(s) initially. The number of directors, may be either increased or decreased from time to time by the By-laws, but never may be less than one (1). The names and addresses of the first board of directors, who subject to the provisions of these Articles of Incorporation, the By-laws, and general provisions of the laws of the State of Florida, shall hold office for the first year of the Corporations existence or until his successor is duly elected and qualified, is;

DIRECTOR Virgil Dume

ADDRESS 1801 S.W. 43rd Ave

Ft. Lauderdale, Fl 33317

Andi Sebastian Damiam

1801 S.W. 43rd Ave

Ft. Lauderdale, Fl 33317

ARTICLE XI

PROVISIONS FOR REGULATION OF BUSINESS AND CONDUCT OF AFFAIRS

CHANGES IN CAPITAL STOCK; In respect to the capital stock of this corporation, as provided for in Article IV herein, no further classes of stock shall be created and no additional stock shall be authorized, except upon the unanimous vote or

unanimous written consent of all of the subscribers of this corporation.

PRE-EMPTIVE RIGHTS: The holders of the common stock of this corporation, shall have the right to purchase at such time and upon such terms and conditions as shall be fixed by the Board of Directors, such of the shares of the common stock of the corporation, as may be authorized from time to time, in addition to the 1,000 shares of common stock authorized in these Articles of Incorporation.

Such pre-emptive rights, shall be exercised in the ratio which the number of shares held by each stockholder bears to the total number of shares outstanding.

RESTRICTIONS OF TRANSFER OF STOCK: The corporation may in its By-laws, or the shareholders may by unanimous agreement, impose restrictions on the transfer of shares of this corporation, and such restrictions may include the right of this corporation to purchase the stock from the estate of a deceased stockholder, provided however, that such restrictions or provisions in the By-laws to be effective, shall require, the approval of all stockholders at the time of adoption, and further, clear reference to any such restriction or provisions shall be typed or printed on each certificate of stock issued by this corporation.

SPECIFIC POWERS OF THE BOARD OF DIRECTORS; In addition to any powers conferred upon the board of directors elsewhere in these Articles, and the By-laws and the laws of the State of Florida, the Board of Directors is expressly authorized and empowered;

A. To conduct itself as a small business corporation as defined in Section 1244 (c)(2) of the Internal Revenue Code of 1954; its authorized to and shall adopt immediately, upon the filing of these Articles, a resolution adopting a plan to issue Section 1244 stock as defined in the Internal Revenue Code and Treasury Regulations thereunder.

B. To offer and sell shares of common stock of the corporation in such a manner that qualified shareholders may receive the benefits of Section 1244 of the Internal Revenue Code of the United States, as it now exists.

THE VALIDITY OF ACTIONS BY THE DIRECTORS AND SHAREHOLDERS: Any resolution of the Board of Directors or the stockholders, shall be valid and effective when reduced to writing and signed by all of the Directors. A resolution of the Board of Directors, or by all of the stockholders, is valid as though the meeting of the Directors or stockholders had been held, proper notice as required by law given, and the resolution was duly adopted.

ACTIONS BY DIRECTORS WITHOUT A MEETING; The directors of this corporation, may take action by written consent, without a meeting as provided by the laws of Florida.

OFFICER AND DIRECTOR INDEMNIFICATION: This corporation, shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

BY-LAWS; The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in the Board of Directors.

DIRECTOR COMPENSATION; The shareholders of this corporation, shall fix and have the authority to fix compensation of directors of this corporation.

MANAGEMENT OF THE CORPORATION: All corporate powers shall be exercised by or under the authority of the Board of Directors of this corporation, and the business affairs of this corporation shall be managed by a president and secretary under the direction of the Board of Directors.

TRANSACTIONS BY OFFICERS AND DIRECTORS: In the absence of fraud, no contract or other transaction between this corporation and any other person, firm, association, or corporation, shall be wholly or partially invalidated or otherwise affected by the fact that one or more directors of this corporation are or become directors of officers of such person, firm, association or corporation, or are pecuniarily or otherwise interested in such conduct or transaction, provided that said fact of membership or interest shall be known or fully disclosed to a majority of the Board of Directors of this corporation, throughout the duration of such contract or transaction; and such director of this corporation may be counted in determining the existence of a quorum at any meeting at which said contract or transaction shall be authorized or considered, and such director shall have full power to vote on the contract or transaction which shall be authorized or considered.

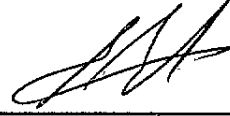
ARTICLE XII

AMENDMENTS

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them, to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation may be made.

THE UNDERSIGNED, being the original subscribers and incorporators of this corporation, do hereby certify that the following constitutes the pro-

posed articles of incorporation of the corporation named herein, and we hereby declare and certify that the foregoing facts are true and correct.



Incorporator Virgil Dume

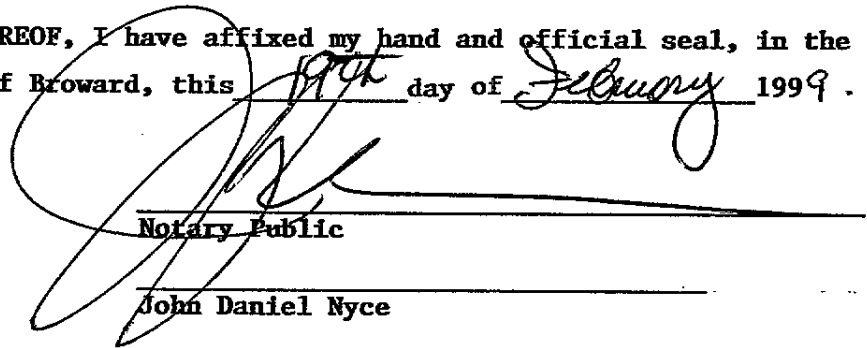
Incorporator

State of Florida)
) SS:
County of Broward)

BEFORE ME, a notary public, authorized to take acknowledgments in the County and State set forth above, personally appeared Virgil Dume who is personally known to me, or who has produced his/their drivers license(s) as identification, and he/they acknowledged before me, that he executed these articles of incorporation.

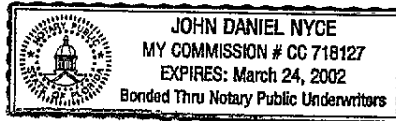
IN WITNESS WHEREOF, I have affixed my hand and official seal, in the State of Florida, County of Broward, this 19th day of February 1999.

my commission expires;



Notary Public

John Daniel Nyce



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
DOMICILE FOR THE PURPOSE OF SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA NAMING AGENT UPON WHOM SERVICE
MAY BE MADE**

FILED
99 FEB 24 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED;

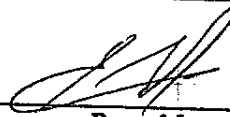
BE IT KNOWN, that the herein named corporation, desiring
organize or qualify under the laws of the State of Florida, with its pri-
cipal place of business at the city named herein, has named the undersigned
as its agent to accept service of process within Florida;

CORPORATION: Andy Antique, Inc.

ADDRESS 1801 S.W. 43 Ave
Ft. Lauderdale, Fl 33317

REGISTERED AGENT Virgil Dume

ADDRESS 1801 S.W. 43 Ave
Ft. Lauderdale, Fl 33317

BY Virgil Dume  President

Date 2/19/99

Having been named to accept service of process for the above named
corporation, at the place designated in this certificate, I hereby agree to act
in this capacity, and I further agree to comply with the provisions of all stat-
utes relative to the proper and complete performance of my duties.

BY Virgil Dume  Registered Agent

Date 2/19/99