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99 JUN 15 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LETTER OF TRANSMITTAL

Thomas E. Scott, Esquire
Siemon, Larsen & Marsh
433 Plaza Real, Suite 339
Boca Raton, Florida 33432

June 10, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

(561)368-3808

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

Subject: Incorporation of Hallandale Antique Mall, Inc.

Ladies and Gentlemen:

Enclosed are the original and one (1) copy of the Articles of Incorporation for the referenced corporation, together with the Registered Agent's Certificate of acceptance.

Also enclosed is a check payable to the Florida Department of State in the amount of \$70.00 is attached in paymet of the filing fee.

When the Articles have been filed, please return the stamped copy with the Certificate of Incorporation to me via the enclosed stamped self-addressed envelope.

Thank you.

Very truly yours,


Thomas E. Scott

Michelle Boydano
for Thomas E. Scott GAVE
AUTHORIZATION BY PHONE TO
CORRECT R.A.F. Chazmaton Sig.
DATE 6/17/99
DOC. EXAM Devin Brewer

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ARTICLES OF INCORPORATION
OF
HALLANDALE ANTIQUE MALL, INC.

ARTICLE 1

NAME

The name of this Corporation is **Hallandale Antique Mall, Inc.**

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 1725 East Hallandale Beach Boulevard, Hallandale, Florida 33009.

ARTICLE 3

MAILING ADDRESS

The mailing address of this Corporation shall be 433 Plaza Real, Suite 339, Boca Raton, Florida 33432.

ARTICLE 4

PURPOSES AND POWERS

This Corporation may engage in any activity or business permitted under the laws of the

United States and the State of Florida.

ARTICLE 5

CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, having a par value of ONE DOLLAR (\$1.00) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE 6

PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights and every stockholder, upon the sale for cash of 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.

ARTICLE 7

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 433 Plaza Real, Suite 339, Boca Raton, Florida 33432, and the name of the initial registered agent of this Corporation at that address is Thomas E. Scott.

ARTICLE 8

INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is Thomas E. Scott, 433 Plaza Real, Suite 339, Boca Raton, Florida 33432..

ARTICLE 9

CUMULATIVE VOTING

At each election for Directors, every stockholder entitled to vote at such election shall have the right to cumulate his votes by giving one (1) candidate as many votes as the number of Directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 10

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporator has executed these Articles of Incorporation this 10th day of June, 1999.

SEE R/A SIGNATURE
Thomas E. Scott, Incorporator

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TALLAHASSEE, FLORIDA

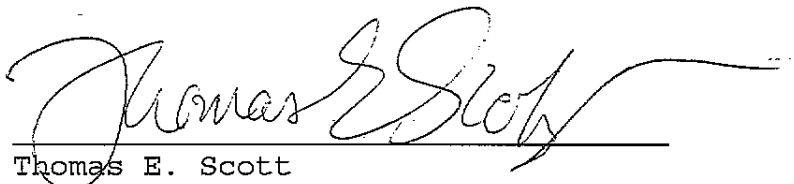
CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
HALLANDALE ANTIQUE MALL, INC.

Pursuant to Section 607.0505, Florida Statutes, the following is submitted:

Hallandale Antique Mall Inc. desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named Thomas E. Scott located at 433 Plaza Real, Suite 339, City of Boca Raton, County of Palm Beach, State of Florida, as its registered agent for service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated 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 statutes relative to the proper and complete performance of my duties and I accept the duties and obligations as set forth in Section 607.0505, Florida Statutes.



Thomas E. Scott
INCORPORATOR / REGISTERED AGENT