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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
WAGON WHEEL FLEA MARKET, INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WAGON WHEEL FLEA MARKET, INC.**

Wagon Wheel Flea Market, Inc., a corporation organized under the provisions of the Florida Business Corporation Act (the "Act"), files these Amended and Restated Articles of Incorporation pursuant to the Act:

1. The name of this corporation is Wagon Wheel Flea Market, Inc.
2. These Amended and Restated Articles of Incorporation contain amendments to the corporation's Articles of Incorporation, as originally filed on July 13, 1984, requiring shareholder approval.
3. These Amended and Restated Articles of Incorporation were duly adopted and approved by the directors and the shareholders of the corporation pursuant to Sections 607.0704 and 607.0821 of the Act pursuant to action by joint written consent of the director and the shareholder of the corporation, dated as of December 29, 2011.
4. The number of votes cast for these Amended and Restated Articles of Incorporation by the shareholders of the corporation was sufficient for approval.
5. The corporation's initial Articles of Incorporation are amended and restated in their entirety and replaced with the following:

**ARTICLE I - NAME**

The name of this corporation is Wagon Wheel Flea Market, Inc. (the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the Corporation is 7801 Park Boulevard, Pinellas Park, Florida 33781. The mailing address of the Corporation is 7801 Park Boulevard, Pinellas Park, Florida 33781.

**ARTICLE III - CAPITAL STOCK**

The total number of shares of capital stock which the Corporation is authorized to issue is 6,000 shares of common stock, \$1.00 par value per share ("Common Stock"), of which (a) 1,000 shares shall be designated as Common Stock, \$1.00 par value per share (the "Voting Common Stock"), and (b) 5,000 shares shall be designated as Non-Voting Common Stock, \$1.00 par value per share (the "Non-Voting Common Stock"). The relative rights, preferences and limitations of the Voting Common Stock and the Non-Voting Common Stock are identical in all respects, except that the right to vote for the election of directors and for all other purposes is vested exclusively in the holders of shares of the Voting Common Stock, and the holders of

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shares of Non-Voting Common Stock do not have voting rights, except as otherwise required by law.

**ARTICLE IV - NO PREEMPTIVE RIGHTS**

The shareholders of this Corporation shall have no preemptive rights under Section 607.0630 of the Act. The preemptive rights previously granted to the shareholders under the Articles of Incorporation of the Corporation are terminated.

**ARTICLE V - REGISTERED AGENT AND OFFICE**

The street address of the registered office of the Corporation is 7801 Park Boulevard, Pinellas Park, Florida 33781, and the name of the registered agent of the Corporation at that address is Hardy H. Huntley.

**ARTICLE VI - BOARD OF DIRECTORS**

The number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

**ARTICLE VII - BYLAWS**

In furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

\* \* \*

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed on behalf of the Corporation by its President as of December 29, 2011.

  
By: Hardy H. Huntley, President

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