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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



HILDERBRAND & associates, p.c.

AN ASSOCIATION OF CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

JERRY HILDERBRAND, C.P.A.

November 27, 2002

(719) 634-2815

FAX (719) 634-2817

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Antiquities International, LLC

Enclosed is an original and copy of the Articles of Organization and a check for \$155.00 - Filing fee, registered agent designation and certified copy.

Please return the completed documents to Hilderbrand & associates, p.c., 455 E. Pikes Peak, Suite 305, Colorado Springs, Colorado 80903.

Sincerely,


Jerry Hilderbrand

JRH

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

Antiquities International, LLC, A LIMITED LIABILITY COMPANY

**ARTICLE I
NAME**

The name of this limited liability company is Antiquities International, LLC, referred to in these Articles of Organization as the "Company."

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The Company's registered agent is Scott Brunson, whose office is located at 2624 Babbitt Ave., Orlando, FL 32833.

Mailing address and physical location of the office is 2624 Babbitt Ave., Orlando, FL 32833.

I hereby accept the designation as registered agent

Scott Brunson

**ARTICLE III
DURATION**

The duration of the Company is perpetual.

**ARTICLE IV
ORGANIZER**

The organizer of the Company is Scott Brunson, a natural person at least eighteen (18) years old.

**ARTICLE V
PURPOSE AND POWERS**

This Company is organized for architectural stone products and antique doors and accessories, and has all powers provided by law and may use those powers to any lawful purpose.

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**ARTICLE VI
MANAGEMENT BY MEMBERS**

The Company will be managed by members, as further provided in the Company's operating agreement. Except as authorized by the members, no member is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company.

**ARTICLE VII
IDENTIFICATION OF MEMBERS**

The names and addresses of the members of the Company are:

Scott Brunson	2624 Babbitt Ave., Orlando, FL 32833
Barbie Brunson	2624 Babbitt Ave., Orlando, FL 32833

**ARTICLE VIII
ADMISSION OF ADDITIONAL MEMBERS**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admission shall be authorized.

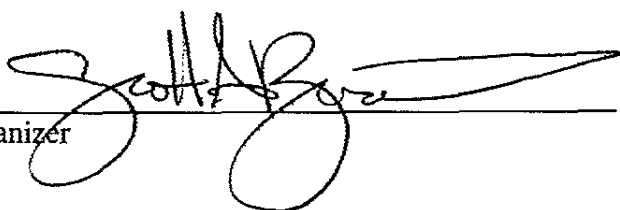
**ARTICLE VIX
MEMBERS RIGHTS TO CONTINUE BUSINESS**

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a members or the occurrence of any other event which terminates the continued management of a members in the limited liability company shall be:

Executed this 2 day of Dec, 2002

BY:

Organizer



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