

MARY C. SORRELL

Professional Association
Attorney and Counselor at Law

Order of The Coif

L68320

GENERAL CIVIL LITIGATION
BUSINESS, CORPORATE AND REAL ESTATE

July 14, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

800002238978--9
-07/16/97--01012--001
*****35.00 *****35.00

Attn: Amendment Department

Re: Restated Articles of Incorporation for
Beaches Antique Gallery, Inc.

Dear Sir or Madam:

Please find enclosed for filing Restated Articles of Incorporation and a certificate stating the date of adoption of the Restated Articles of Incorporation and containing a statement setting forth that the number of votes casts by the shareholders for the amendment was sufficient for approval. Also enclosed is a check in the amount of \$35.00 covering the filing fee of same.

Please telephone me should you have any questions or need anything further. In the meantime, I appreciate your assistance.

Sincerely,

Mary C. Sorrell
Mary C. Sorrell, Esquire

MCS/tjw
Enclosures

97 JUL 28 AM 9:28
SECRETARY OF STATE
DIVISION OF CORPORATIONS
AS for

JUL 28 1997

MARY C. SORRELL

Professional Association
Attorney and Counselor at Law

Order of The Coif

GENERAL CIVIL LITIGATION
BUSINESS, CORPORATE AND REAL ESTATE

July 22, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Attn: Amendment Department

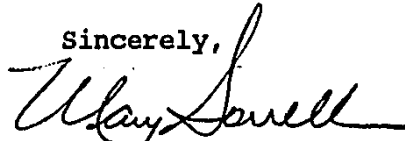
Re: Restated Articles of Incorporation for
Beaches Antique Gallery, Inc.

Dear Sir or Madam:

Pursuant to your letter dated July 18, 1997 (copy attached), please find enclosed the corrected Restated Articles of Incorporation for Beaches Antique Gallery, Inc. and an executed certificate containing a statement setting forth that the number of votes casts by the shareholders for the amendment was sufficient for approval.

Please telephone me should you have any questions or need anything further. In the meantime, I appreciate your assistance.

Sincerely,



Mary C. Sorrell, Esquire

MCS/tjw
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 18, 1997

MARY C. SORRELL, ESQ.
P. O. BOX 1912
PONTE VEDRA BEACH, FL 32082

SUBJECT: BEACHES ANTIQUE GALLERY, INC.
Ref. Number: L68320

RECEIVED
97 JUL 25 PM 12:56
DIVISION OF CORPORATIONS

We have received your document for BEACHES ANTIQUE GALLERY, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 797A00036778

RESTATED
ARTICLES OF INCORPORATION

OF

BEACHES ANTIQUE GALLERY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
91 JUL 28 AM 9:28

ARTICLE I

NAME

The name of this corporation is Beaches Antique Gallery, Inc.

ARTICLE II

EXISTENCE

This corporation is to exist in perpetuity.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in and transacting any and all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE IV

CAPITAL STOCK

The total number of authorized shares of the capital stock of this corporation, having no par value, is one hundred fifty (150) shares, which shares shall be and hereby are designated "Common Shares".

All issued and outstanding shares of the corporation shall be subject to restrictions on their transferability by agreement among the holders of such shares. A copy of such agreement shall be kept on file with the Secretary of the corporation, and will be subject to inspection by shareholders of record and bona fide creditors of the corporation during business hours.

Each share certificate issued by the corporation shall have printed or stamped on it the following:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of said Articles is on file at the principal office of the corporation".

In the event any shareholder decides to sell or transfer his or her shares of the corporation, he or she must, pursuant to the above-referenced agreement, first offer said shares to the remaining shareholders, it being the intention that the remaining shareholders be given a preference as to their purchase and/or ownership. Any attempt to sell in violation of this provision, or in violation to the above-referenced agreement, is null and void.

Upon the death of any shareholder, the remaining shareholders shall have the right, pursuant to the above-referenced agreement, to purchase all shares owned by the deceased shareholder

immediately prior to his or her death. Said agreement shall dictate the rights of the deceased shareholder's executor, administrator or personal representative if said shareholders fail to purchase said shares.

ARTICLE V

BOARD OF DIRECTORS

This corporation shall have three (3) Directors. The number of Directors may not be increased or diminished unless allowed by amendment to the Direct Control Agreement made by the corporation's present shareholders on or about January 6, 1997. In no event shall the number of the Directors be reduced below one (1). The names and address of the Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Emily Paulk	1210 Beach Boulevard Jacksonville Beach, FL 32250
Kathleen Waterman	1210 Beach Boulevard Jacksonville Beach, FL 32250
Chris Hionides	2275 Atlantic Boulevard Neptune Beach, FL 32266

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal office and place of business of the corporation is 1210 Beach Boulevard, Jacksonville Beach, FL 32250.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The registered office of this corporation in the State of Florida is 2275 Atlantic Boulevard, Neptune Beach, FL 32266, and the name of the registered agent of this corporation at that address is Mary C. Sorrell, Esquire. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

BEACHES ANTIQUE GALLERY, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*
Completely Restated Articles of Incorporation

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: July 11, 1997

FOURTH: Adoption of Amendment(s) (check one)

- ☒ The amendment(s) ~~was~~ were approved by the shareholders. The number of votes cast for the amendment(s) ~~was~~ were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

*The number of votes cast for the amendment(s) was/were sufficient for approval by _____
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

(continued)

Signed this 14th day of July, 19 97.

Signature


(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Chris Hionides

Typed or printed name

Vice-President

Title