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FROM: MACFARLANE FERGUSON & MCMULLEN
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NAME: ANTIQUES PLUS, L.C.

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SEP. - 08 98 (TUE) 13:57 MACFARLANE, FERGUSON

ARTICLES OF ORGANIZATION
OF
ANTIQUES PLUS, L.C.

We, the undersigned, do hereby certify that we have associated together for the purpose of forming a limited liability company under the State of Florida.

ARTICLE I

Name

The name of the limited liability company shall be ANTIQUES PLUS, L.C.

ARTICLE II

Address and Place of Business

The mailing address and principal place of business for the limited liability company is:

Antiques Plus, L.C.
c/o James W. Goodwin
400 North Tampa Street, Suite 2300
Tampa, Florida 33602

ARTICLE III

Period of Duration

The limited liability company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by regulations adopted by the Members of the limited liability company.

ARTICLE IV

Purposes

The limited liability company may engage in the transaction of any or all lawful business

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for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE V

General Powers

The limited liability company shall have the power to:

(a) Purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, or otherwise deal in or with real or personal property, or an interest in real or personal property, wherever situated.

(b) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer or otherwise dispose of all or any part of its property or assets.

(c) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, use or deal in or with:

(i) Shares or other interests in or obligations of other foreign or domestic limited liability companies, domestic or foreign corporations, associations, general or limited partnerships or individuals; or

(ii) Direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality, or of any instrumentality thereof.

(d) Make contracts or guarantees or incur liabilities; borrow money at such rates of interest as the limited liability company may determine; issue its notes, bonds, or other obligations or secure any of its obligations by mortgage or pledge of all or any part of its property, assets, franchises or income.

(e) Lend money for any lawful purpose, invest or reinvest its funds, or take and hold real or personal property as security for the payment of funds so loaned or invested.

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(f) Conduct its business, carry on its operations and have offices, and exercise the powers granted by Florida law, within or without the State of Florida.

(g) Elect or appoint managers and agents, define their duties, and fix their compensation.

(h) Make and alter regulations not inconsistent with these Articles of Organization or the laws of the State of Florida.

(i) Make donations to the public welfare or for charitable, scientific or educational purposes.

(j) Indemnify a Member or Manager or any other person to the same extent as a corporation may indemnify any of the directors, officers, employees, or agents of the corporation against expenses actually and reasonably incurred by him or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party.

(k) Cease its activities and surrender this Certificate of Organization.

(l) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the limited liability company is organized.

(m) Transact any lawful business which the Members or the managers find to be in aid of governmental policy.

(n) Pay pensions and establish pension plans, profit-sharing plans and other incentive plans for any or all of its managers and employees.

(o) Be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.

(p) Have and exercise all other powers necessary or convenient to effect its purposes.

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ARTICLE VI**Registered Office and Registered Agent**

The street address of the limited liability company's initial registered office is 400 North Tampa Street, Suite 2300, Tampa, Florida 33602 and the initial registered agent at such address is James W. Goodwin. (Certificate attached as Exhibit "B"). The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes. James W. Goodwin is specifically authorized to sign and file such Affidavits as may be required under Section 608.407, Florida Statutes.

ARTICLE VII**Initial Capital Contributions**

The total amount of cash, and the description and agreed value of property other than cash initially contributed to the limited liability company is described on the attached Exhibit "A", which is made a part hereof by this reference.

ARTICLE VIII**Additional Contributions**

Additional contributions, if any, will be made by the Members as provided in the regulations adopted by the Members.

ARTICLE IX**Management**

The management of the limited liability company, unless otherwise provided in the articles of organization or the regulations, shall be vested in its members in proportion to their contributions

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to the capital of the limited liability company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members. The name and current address of each Member Manager is as follows:

Timothy O'Toole
18 Linden Hill Drive
Crescent Springs, Kentucky 41017

Michael A. Martin
3202 Chapin Avenue
Tampa, Florida 33611

ARTICLE X

Continuity of Business

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall not cease and the limited liability company shall not be dissolved unless the business of the limited liability company is terminated by the consent or agreement of all remaining Members. Notwithstanding the death, retirement, resignation, expulsion or bankruptcy of a Member, all contracts executed by such Member in an individual or representative capacity shall survive and shall inure to the benefit of the limited liability company.

ARTICLE XI

Restrictions on Membership

No new members shall be admitted to the limited liability company without the unanimous prior consent of the existing members. Contributions required of new members shall be determined as of the time of their admission to the limited liability company. A member's interest in the limited

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liability company may not be sold or otherwise transferred except with the unanimous written consent of the members. Additional restrictions and conditions on membership may be set forth in regulations adopted by the members.

ARTICLE XII

Regulations

The members of the limited liability company shall adopt regulations which shall also act as the operating agreement of the members pertaining to the regulation, management and affairs of the limited liability company, provided that such regulations shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The regulations shall be repealed or altered only by the members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

ARTICLE XIII

Acknowledgment

We, the undersigned, being all members of the limited liability company, do hereby certify that the foregoing constitutes the proposed Articles of Organization of ANTIQUES PLUS, L.C. These Articles of Organization may be amended from time to time by the unanimous agreement or consent of the members, in the manner now or hereafter prescribed by the laws of the State of Florida.

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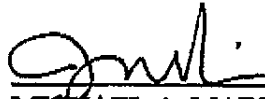
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IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this
8th day of September, 1998.



TIMOTHY O'TOOLE

by: James W. Goodwin, Attorney and Authorized
Representative



MICHAEL A. MARTIN

by: James W. Goodwin, Attorney and Authorized
Representative

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

1. The name of the limited liability company is: ANTIQUES PLUS, L.C.
2. The name and address of the registered agent and office is:

James W. Goodwin
400 North Tampa Street
Suite 2300
Tampa, Florida 33602

Having been named as registered agent and to accept service of process for the above stated
limited liability company at the place designated in this certificate, I hereby accept the appointment
as registered agent and agree to act in this capacity. I further agree to comply with the provisions
of all statutes relating to the proper and complete performance of my duties, and I am familiar with
and accept the obligations of my position as registered agent.

Dated this 8th day of September, 1998.


James W. Goodwin

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James W. Goodwin, Esq. #375519
Macfarlane Ferguson & McMullen
400 North Tampa Street - Suite 2300
Tampa, Florida 33602 (813) 273-4337

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
ANTIQUES PLUS, L.C.

The undersigned duly authorized representative of the members of **ANTIQUES PLUS, L.C.**, deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$200.
3. No property other than cash has been contributed by the members and therefore the value is -0-.
4. The total amount of cash or property anticipated to be contributed by the members is \$200. This total includes amounts from 2 and 3 above.

Executed on behalf of its members, Timothy O'Toole and Michael A. Martin.



James W. Goodwin
Attorney and Authorized Representative
for the Members

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