



THE UNITED STATES
CORPORATION
COMPANY

1197000000116

ACCOUNT NO. : 072100000032

REFERENCE : 282059 168343A

AUTHORIZATION :

Patricia Pizik

COST LIMIT : \$ 192.50

ORDER DATE : March 5, 1997

ORDER TIME : 2:33 PM

ORDER NO. : 282059-005

CUSTOMER NO: 168343A

CUSTOMER: Ms. Audrey S. Levinson
Sklar Warren & Sylvester
Suite A
221 North Buffalo Drive
Las Vegas, NV 89128

FOREIGN FILINGS

NAME: ANTIQUITIES OF FLORIDA L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

1197-116

Name	1197-116
Availability	1197-116
Document Examiner	1197-116
Updater	1197-116
Updater Verifier	1197-116
Acknowledgment	1197-116
W. P. Verifier	1197-116

RECEIVED
97 MAR -5 PM 3:18
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 5, 1997

KATHY DRAKE
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: ANTIQUITIES OF FLORIDA L.L.C.
Ref. Number: W97000005219

We have received your document for ANTIQUITIES OF FLORIDA L.L.C. and the authorization to debit your account in the amount of \$192.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

Please note that we understand that they ultimately intend to transact business under the name "STARTIFACTS". But they must complete the qualification process under a Fictitious LLC name before they can file their regular Fictitious Name filing.,

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 (904) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 897A00011432

RESUBMIT
Please give original
submission date as file date.

3/5/97
des

RECEIVED
97 MAR -7 AM 11:50
DIVISION OF CORPORATIONS

3-06-1997 12 34PM FROM SKLAR WARREN 702 360 0000

P. 2

8-31-1995 6:10PM FROM R G. C. CONSTRUCTION. 702 871 7570

P. 2

3-06-1997 12 34PM FROM SKLAR WARREN 702 360 0000

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MINUTES OF
SPECIAL JOINT MEETING
OF THE MEMBERS AND MANAGERS OF
ANTIQUITIES OF FLORIDA L.L.C.

A special joint meeting of the Members and Managers of Antiquities of Florida L.L.C., a Nevada limited liability company (the "Company"), was held on March 4, 1997, in Las Vegas, Nevada.

All of the Members and Managers of the Company were present at the meeting, either in person or by telephone.

Menaker Management, Inc., Manager of the Company, was requested to take the minutes of the meeting.

The meeting was called to order by Mitchell Menaker. He noted that the first order of business was discussion of Antiquities of Florida L.L.C. conducting business in Florida under the name of STARTIFACTS L.L.C. After discussion, upon motion duly made, seconded, and unanimously carried, the following resolutions were adopted:

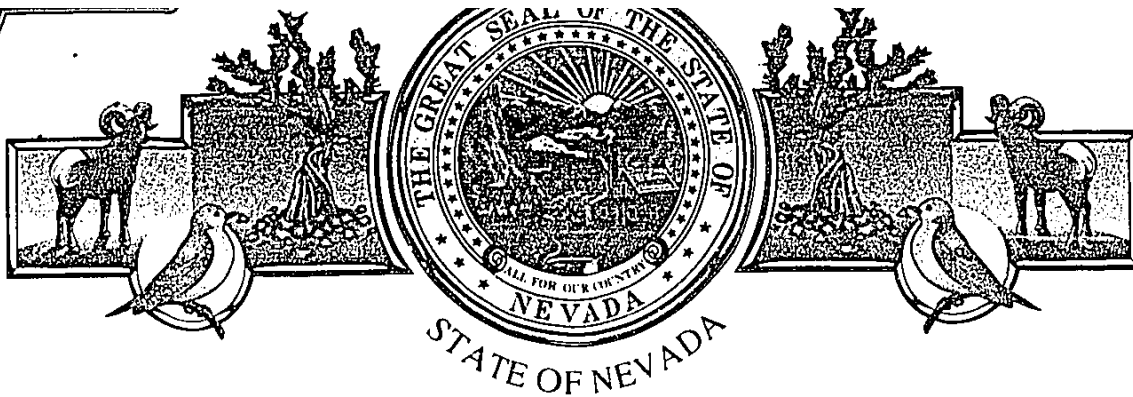
RESOLVED: That the Managers of this Company authorize Antiquities of Florida L.L.C. to the use of the name STARTIFACTS L.L.C. to conduct business in Florida; and

RESOLVED FURTHER: That the Managers of the Company are each hereby authorized and directed to execute any and all documents and instruments as any of them may deem necessary and advisable to effectuate the intent of the foregoing, and the execution thereof shall be conclusive evidence of such approval.

There being no further business, the meeting was adjourned.

MENAKER MANAGEMENT, INC.,
Manager


By: Mitchell Menaker, President



LIMITED LIABILITY COMPANY CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **ANTIQUITIES OF FLORIDA L.L.C., A NEVADA LIMITED-LIABILITY COMPANY** did on the **TWENTY-NINTH** day of **JANUARY, 1997**, file in this office the Articles of Organization for a limited liability company; that said Articles are now on file and of record in the office of the Nevada Secretary of State, and further, that said Articles contain all the provisions required by the laws governing limited liability companies in the State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Las Vegas, Nevada, this **TWENTY-NINTH** day of **JANUARY, 1997**.

Dean Heller

Secretary of State

By *C. H. B. S.*
Certification Clerk

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF
FLORIDA:*

Antiquities of Florida L.L.C.

1. Antiquities of Florida L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Nevada 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. January 29, 1997 5. 2027
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o Alan C. Sklar, Esq.
221 N. Buffalo Drive, Suite A, Las Vegas, NV 89128
(Street address of principal office)


8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Menaker Management, Inc. a Nevada corporation	Manager	_____	_____
c/o Startifacts at Disneys West Side		_____	
P. O. Box 10,000		_____	
Lake Buena Vista, Florida 32830-1000		_____	
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Antiquities of Florida,
L.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 member(s) is \$ 1,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 1,000
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 500,000.



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

FILED

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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:
Antiquities of Florida, L.L.C.

2. The name and address of the registered agent and office is:

CORPORATION SERVICE COMPANY
(Name)

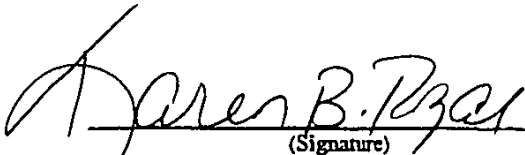
1201 Hays Street

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Tallahassee, Florida 32301-2607

(City/State/Zip)

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.


(Signature)

Karen B. Rozar, as its agent

3-5-97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent