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JOHN R. HAGGITT

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December 15, 1999

Secretary of State
Division of Corporations
The Capitol
P. O. Box 6327
Tallahassee, FL 32314

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-01/03/00--01131--009
*****70.00 *****70.00

Re: Cotton Dock Antiques, Inc.

Gentlemen:

Enclosed you will find the Articles of Incorporation regarding Cotton Dock Antiques, Inc. and my client's check in the amount of \$70.00 to cover the cost of filing.

Sincerely,

John R. Haggitt

JRH:ac
Enclosures 2

FILED
00 JAN -3 AM 9:15
TALLAHASSEE, FLORIDA

no copy 7.3.

ARTICLES OF INCORPORATION.

OF

COTTON DOCK ANTIQUES, INC.

FILED
CO JAN -3 AM 9:15
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I. CORPORATE NAME.

The name and principal address of this corporation is:

Cotton Dock Antiques, Inc.
5760 West County Road, No. 476
Bushnell, Florida 33513.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

Number: The aggregate number of shares that the corporation shall have the authority to issue is 70,000 shares of capital stock with a par value of \$.10 per share.

Capital: The amount of capital with which this corporation will begin business shall not be less than \$500.00.

Dividends: The holders of the outstanding capital stock shall be entitled to receive, when as declared by the Board of Directors, dividends payable either in cash, in property or in shares of the capital stock of the corporation.

No Classes of Stock: The shares of the corporation are not to be divided into classes.

No Share in Series: The corporation is not authorized to issue shares in series.

ARTICLE IV. TERM OF EXISTENCE.

The period of duration of the corporation is perpetual.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

JOSEPH HOWARD NAMIA
5760 West County Road, No. 476
Bushnell, Florida 33513

ARTICLE VI. INITIAL DIRECTOR.

The initial Board of Directors shall consist of two (2) members who need not be residents of the State of Florida or shareholders in the corporation.

ARTICLE VII. BOARD OF DIRECTORS.

The name and address of the person(s) who shall serve as Director(s) until the first annual meeting of shareholders, or until their successor shall have been elected and are qualified as follows:

JOSEPH HOWARD NAMIA,
ANN T. NAMIA
5760 West County Road, No. 476
Bushnell, Florida 33513

ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

ANN T. NAMIA
5760 West County Road, No. 476
Bushnell, Florida 33513

ARTICLE IX. AMENDMENT.

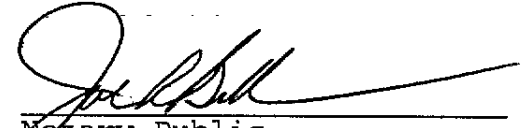
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has made and subscribed the foregoing Articles of Incorporation at Clearwater, Florida on 29th day of December, 1999.


Incorporator

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, a Notary Public, personally appeared ANN T. NAMIA to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on 29TH day of December, 1999.



Notary Public
My commission expires:



John R. Braumuller

My Commission

Expires



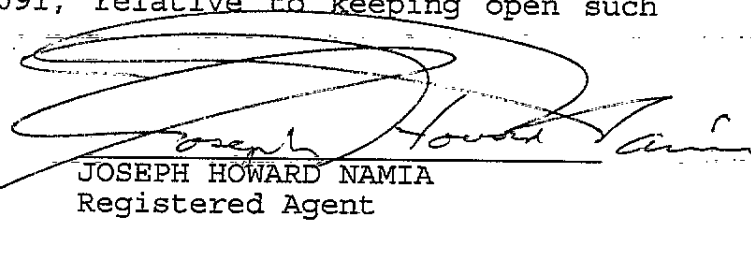
John R. Braumuller

My Commission CC746079

Expires May 28, 2002

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for COTTON DOCK ANTIQUES, INC., at the place designated in the Articles of Incorporation, namely 5760 West County Road No. 476, Bushnell, Florida 33513. COTTON DOCK ANTIQUES, INC. agrees to act in this capacity and agrees to comply with the provisions of Section 48.091, relative to keeping open such office.



JOSEPH HOWARD NAMIA
Registered Agent

Date: 29 Dec 99