

PAUL N. SCHAEFER  
ATTORNEY AT LAW

SUITE 105B  
1220 DOUGLAS AVENUE  
LONGWOOD, FLORIDA 32779

TELEPHONE  
(407) 774-7122

700000057242

Secretary of State  
Department of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

700003276637-3

-06/05/00--01089--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: THREE STAR FLEA MARKET, INC.  
Filing Articles and Designation

Please find enclosed a check for \$78.75 made out to the "Secretary of State" and an Original and one copy of the Articles of Incorporation and Certificate Designating Place and Naming Agent Upon Whom Process May be Served for THREE STAR FLEA MARKET, INC..

Please file the original Articles of Incorporation and Certificate Designating Place and Naming Agent Upon Whom Process May be Served and mail a conformed copy to me in the enclosed stamped self-addressed envelope.

Sincerely,



Paul N. Schaefer, Esquire

PNS/  
Enclosures

FILED  
00 JUN -5 AM 8:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(DISK 32 A:\MARKESON\SECSTATE.LET)

T BROWN JUN 14 2000

ARTICLES OF INCORPORATION  
OF  
THREE STAR FLEA MARKET, INC.

FILED  
00 JUN -5 AM 8:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I—NAME

The name of this corporation is THREE STAR FLEA MARKET, INC.

ARTICLE II—DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III—PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV—CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V—PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase their pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI—INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2390 S. Orange Blossom Trail, Apopka, Florida 32703, and the name of the initial registered agent of this corporation at that address is Mary C. Markeson, 2390 S. Orange Blossom Trail, Apopka, Florida 32703.

#### ARTICLE VII—INITIAL BOARD OF DIRECTORS

This corporation shall have three director(s) constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The name(s) and address(es) of the initial Board of Directors of the corporation is: Mary C. Markeson, 2390 S. Orange Blossom Trail, Apopka, Florida 32703; Benjamin B. Markeson, 2390 S. Orange Blossom Trail, Apopka, Florida 32708; and Thomas A. Mathews, 2390 S. Orange Blossom Trail, Apopka, Florida 32708.

#### ARTICLE VIII—INCORPORATORS

The name and address of the Incorporator signing these articles is: Mary C. Markeson, 2390 S. Orange Blossom Trail, Apopka, Florida 32703.

#### ARTICLE IX—INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

#### ARTICLE X—AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on June 1, 2000.

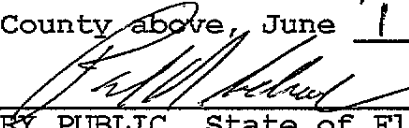
THREE STAR FLEA MARKET, INC.

By Mary C. Markeson  
MARY C. MARKESON, President, Incorporator

STATE OF FLORIDA  
COUNTY OF SEMINOLE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MARY C. MARKESON, President of THREE STAR FLEA MARKET, INC., known to be and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, June 1, 2000.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My commission expires:



Paul N. Schaefer  
Commission # GC 912536  
Expires March 18, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

FILED  
00 JUN -5 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091, Florida Statutes, the following is submitted:

FIRST that THREE STAR FLEA MARKET, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2390 S. Orange Blossom Trail, Apopka, Florida 32703, has named Mary C. Markeson, as its agent to accept service of process within Florida.

Dated: June 1, 2000

By Mary C. Markeson  
Mary C. Markeson, President, Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby 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 of registered agent.

Dated: June 1, 2000

By Mary C. Markeson  
Mary C. Markeson, President, Incorporator