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June 27, 2000

Division of Corporations
PO Box 6327
Tallahassee FL 32314

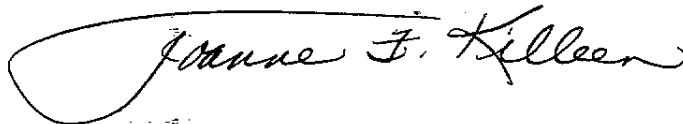
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*****122.50 *****78.75

RE: Antique Exchange of St. Petersburg, Inc.

Enclosed are two original copies of the Articles of Incorporation for the above, and a filing fee check in the amount of \$122.50.

Please return a certified copy of the Articles to this address with the certificate of filing.

Sincerely,



Joanne F. Killeen

FILED
00 JUN 28 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-30-00
5

ARTICLES OF INCORPORATION
OF
ANTIQUE EXCHANGE OF ST. PETERSBURG, INC.

FILED
00 JUN 28 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be ANTIQUE EXCHANGE OF ST. PETERSBURG, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to buy and sell antiques and collectibles, and other activities or business permitted under the laws of the United States and the State of Florida, including:

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer,

mortgage, pledge or otherwise acquire or dispose of the shares of the capitol stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III
CAPITOL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 100 shares at \$1.00 par value.

ARTICLE IV
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V
PRINCIPAL PLACE OF BUSINESS

The initial street address in this state of the principal office of this corporation is 2535 Central Avenue, St. Petersburg, Florida 33713. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI
DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders.

ARTICLE VII
INITIAL DIRECTORS

The name and street address of the initial Director are:

W. James Thompson, 2535 Central Ave., St. Petersburg FL 33713.

ARTICLE VIII
SUBSCRIBERS

The name and street address of the subscriber to these Articles of Incorporation, the number of shares of stock which he

agrees to take and the value of the consideration therefore are:

W. James Thompson, 2535 Central Ave., St. Petersburg FL 33713:
100 shares for \$100.00

ARTICLE IX
REGISTERED AGENT

The initial designation of the registered office of this corporation shall be 2535 Central Ave., St. Petersburg FL 33713, and the registered agent shall be W. James Thompson

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY W. James Thompson
REGISTERED AGENT

ARTICLE X
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 the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator above named, have hereunto set my hand and seal this 26th day of June 2000.

W. James Thompson

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared W. James Thompson, who did not take an oath, and who is personally known to the undersigned, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 26th day of June 2000.


NOTARY PUBLIC



Joanne F. Killeen
Commission # CG 820928
Expires Oct. 23, 2003
Bonded Thru
Atlantic Bonding Co., Inc.