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ATTORNEY AT LAW

CERTIFIED TAX ATTORNEY
FLORIDA BAR BOARD OF
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July 18, 2000

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Re: JOHN MARSHALL COLLECTIBLES, CLASSIC JEWELRY,
CLASSIC FURNITURE, INC.

Dear Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced corporation along with our check in the amount of \$122.50 to cover the cost of filing same. Please return the certified copy to this office.

Filing fee	\$35.00
Certificate Designating Resident Agent.	\$35.00
Certified Copy of Articles of Incorporation	\$52.50

After the original Articles of Incorporation have been filed, please certify the enclosed copy and return it to me.

Very truly yours,

Walter M. Tovkach

Walter M. Tovkach

WMT:kat
enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

JOHN MARSHALL COLLECTIBLES, CLASSIC JEWELRY, CLASSIC FURNITURE, INC.

1.

The name of the Corporation is John Marshall Collectibles, Classic Jewelry, Classic Furniture, Inc.

2.

The Corporation is organized pursuant to the provisions of the Florida Business Corporation Code and shall have perpetual duration.

3.

The Corporation is organized for the following purposes:

- (a) To engage in the business of retail and wholesale jewelry and furniture sales, and the operation of other general business endeavors.
- (b) To acquire by purchase, lease otherwise and to improve and develop real property; to erect buildings, private or public, and to sell or rent the same; to buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.
- (c) To purchase or otherwise acquire, hold, own, sell, lease, exchange or otherwise dispose of personal property, tangible or intangible, including, without limitations, goods, wares and merchandise of every description, and the securities and obligations of an issuer, whether or not incorporated.
- (d) As principal, agent or broker, on commission or otherwise, to buy, sell, exchange, lease, let, and to take and/or grant licenses or franchises with respect to both real or personal property of every kind in the operation of the Corporate business.
- (e) Any of the powers herein stated or conferred by law shall be subject to appropriate licensing and regulatory authorities.
- (f) To engage in any lawful enterprises or business, either individually or jointly or in partnership with any other firm, corporation or organization.

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TALLAHASSEE, FLORIDA

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4.

The Corporation shall have authority to issue not more than 100,000 shares of a common class of stock having a par value of \$1.00 per share.

5.

The Corporation shall not commence business until it shall have received not less than \$500.00 in payment for the issuance of shares of stock.

6.

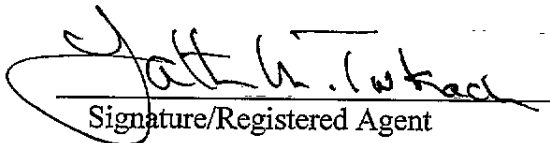
No holders of shares of the Corporation of any class or series shall be entitled, as a matter of right, to any preemptive rights to subscribe for or purchase any shares of any class or series, whether now or hereafter authorized, any options or rights to purchase any such shares, or any bonds, debentures or other securities of the Corporation, whether or not convertible into or carrying an option to purchase any such shares.

7.

Principal Office

The address of the initial registered office of the corporation is: 5011 Northwest Eight Ave, Gainesville, Florida 32605 and the initial registered agent of the corporation at such address is: Walter M. Tovkach.

Having been named as registered agent and to accept service of process for the above stated corporation 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/Registered Agent

1-20-00
Date

8.

The initial Board of Directors shall consist of one member who shall be:

John D. Marshall

3324 West University Ave #201
Gainesville, Florida 32607

9.

The name and address of the Incorporator is: John D. Marshall, 3324 West University Ave. #201, Gainesville, Florida 32607

10.

It is contemplated that some or all stockholders may also be employees of the Corporation and if so, they shall be subject to its management and control in the same manner as other employees, notwithstanding their ownership of shares in the Corporation.

11.

The Board of Directors may, from time to time and in its discretion, distribute to the shareholders out of the capital surplus of the Corporation a portion of the assets, in cash or property.

12.

The Corporation shall be authorized, upon the adoption of a resolution by the Board of Directors, to purchase its own shares from the unreserved and unrestricted capital surplus available therefore.

13.

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

14.

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that anyone or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any

liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

15

The period of duration of this Corporation shall be perpetual.

16

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

In witness whereof, the undersigned executes these Articles of Incorporation.

John D. Marshall
John D. Marshall

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF ALACHUA

The FOREGOING instrument was acknowledged and sworn before me this 20th day of January 2000 by John D. Marshall of John Marshall Collectibles, Classic Jewelry, Classic Furniture, Inc.

NOTARY PUBLIC

Walter M. Tovkach



Walter M. Tovkach
MY COMMISSION # CC729846 EXPIRES
May 8, 2002
BONDED THRU TROY FAIR INSURANCE, INC.