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Florida Department of State
Division of Corporations
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Articles of Incorporation
of
Park Place Antiques, Inc.

THE UNDERSIGNED, acting as the sole Incorporator of Park Place Antiques, Inc. ("Corporation") under the Florida Business Corporation Act, Chapter 607, Florida Statutes, as hereafter amended and modified (the "FBCA"), hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I
Name

The name of the Corporation is:

Park Place Antiques, Inc.

ARTICLE II
Capital Stock

The total number of shares of capital stock that the Corporation shall have the authority to issue shall be 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE III
Board of Directors

The number of Directors constituting the initial Board of Directors of the Corporation is three. The number of Directors may be increased or decreased from time to time in the manner provided for in the bylaws, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the shareholders of the Corporation or until such successor Directors are elected and shall qualify are as follows:

Elizabeth A. Burke
P.O. Box 31
San Antonio, Florida 33576

Jonathan W. Newlon, Esquire
Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
Phone: (813) 229-2300
Florida Bar # 167118

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L. Winifred Burke
P.O. Box 763
San Antonio, Florida 33576

Bruce L. Calvert
P.O. Box 31
San Antonio, Florida 33576

ARTICLE IV
Principal Office

The address of the principal office of the Corporation is 12221 Main Street, San Antonio, Florida 33576. The location of the principal office shall be subject to changes as may be provided in bylaws duly adopted by the Corporation.

ARTICLE V
Initial Registered Office and Agent

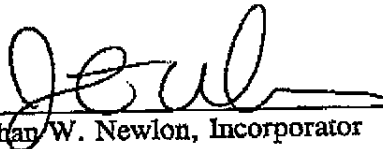
The address of the initial registered office of the Corporation is 14050 Old Mission Road, Dade City, Florida 33525, and the initial registered agent at such address is Jonathan W. Newlon.

ARTICLE VI
Incorporator

The name and address of the sole Incorporator of the Corporation is as follows:

Jonathan W. Newlon
14050 Old Mission Road
Dade City, Florida 33525

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator as of the 1st day of November, 2000.


Jonathan W. Newlon, Incorporator

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**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article V of the foregoing Articles of Incorporation as the initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of Park Place Antiques, Inc.

DATED: Effective November 1, 2000.



Jonathan W. Newlon

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