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JOHN A. JABRO

ATTORNEY AND COUNSELOR AT LAW
90811 OVERSEAS HIGHWAY, SUITE B
TAVERNIER, FLORIDA 33070

305/852-9233
FAX 305/852-0686

WORLD WIDE WEB
www.jabro.com

E-MAIL
jjabro@aol.com

OF COUNSEL
DAVID L. DENKIN, ESQ.
JOSE D. PORTELA, ESQ.
DENNIS N. URBANO, ESQ.

SOUTHWEST FLORIDA OFFICE
2075 MAIN STREET, SUITE 1
SARASOTA, FLORIDA 34237
941/365-5998
FAX 941/366-8821

November 9, 2000

Florida Department of State
Division of Corporations
The Capitol
Post Office Box 6327
Tallahassee, Florida 32314

FILED
00 NOV 13 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: *Articles of Incorporation of Halliday's Treasure Gallery, Inc.*

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for Halliday's Treasure Gallery, Inc.

Also enclosed is a check in the amount of \$78.75 which represents your filing fees of \$35.00, certified copy fee of \$8.75 and the fee for designation of registered agent of \$35.00.

After filing, kindly return the certificate of incorporation and certified copy of the Articles of Incorporation to the above address.

If you have any questions, please do not hesitate to contact this office.

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-11/13/00--01129--019
*****78.75 *****78.75

Very truly yours,

John A. Jabro

JAJ/lrm
Enclosures

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ARTICLES OF INCORPORATION
OF
HALLIDAY'S TREASURE GALLERY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is:

HALLIDAY'S TREASURE GALLERY, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of 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 for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock. The consideration to be paid for each share shall be made in money, property or services. The Board of Directors shall determine the reasonable value of all consideration, other than money, paid for such shares and their determination, made in good faith, shall be final and conclusive as to such value.

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 his 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 CORPORATE OFFICE

The street address of the initial corporate office of this corporation is: 90311 Overseas Highway, Tavernier, Florida 33070.
Mailing Address: Post Office Box 132, Tavernier, Florida 33070.

ARTICLE VII - INITIAL REGISTERED AGENT

The initial registered agent of the corporation shall be John A. Jabro, Esquire, 90311 Overseas Highway, Suite B, Tavernier, Florida 33070.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Article is: Jeff Halliday, 90311 Overseas Highway, Tavernier, Florida 33070.

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. Any right conferred upon the shareholders is subject to this reservation.

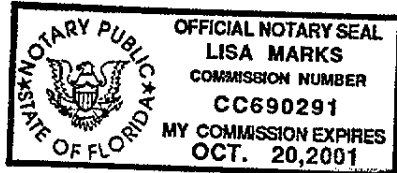
IN WITNESS WHEREOF, the undersigned Incorporator has
executed these Articles of Incorporation on the 9th day of November,
2000.

Jeff Halliday
Jeff Halliday

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 9th
day of November, 2000, by Jeff Halliday, (X) who is personally
known to me or () produced _____ as identification.



Lisa R. Marks
Notary Public
Print Name:
My Commission Expires: 10/20/01

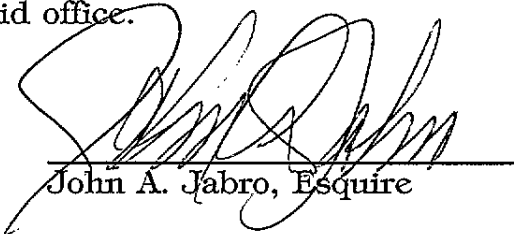
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted pursuant to and in compliance with
Section 48.091 and Section 607.0501, Florida Statutes:

HALLIDAY'S TREASURE GALLERY, INC., desiring to organize
under the laws of the State of Florida with its principal office as
indicated in the Articles of Incorporation at 90311 Overseas Highway,
Tavernier, Florida 33070, Monroe County, State of Florida, names as
its agent to accept service of process within the State of Florida: John
A. Jabro, Esquire, 90311 Overseas Highway, Suite B, Tavernier,
Florida 33070.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated corporation, at the place designated in the certificate, I hereby
accept to act in this capacity, and agree to comply with the provisions
of said Act relative to keeping open said office.



John A. Jabro, Esquire

Date: 11/9/00

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00 NOV 13 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA