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ACCOUNT NO. : 072100000032

REFERENCE : 994811 9666A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigato

ORDER DATE : February 7, 2001

ORDER TIME : 3:28 PM

ORDER NO. : 994811-005

CUSTOMER NO: 9666A

CUSTOMER: Tim Haines, Esq
Hart & Gray

P. O. Box 3310

Ocala, FL 34478-3310

FILED
2001 FEB - 7 PM 4:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOMESTIC FILING

NAME: THE OCCASIONAL SHOPPE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING 000003656870--7

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

J
10/18/01
01 FEB - 7 PM 3:53
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
THE OCCASIONAL SHOPPE, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator executes and adopts the following Articles of Incorporation for the Corporation:

ARTICLE 1.

1.01 Name and Address. The name of the Corporation is **THE OCCASIONAL SHOPPE, INC.** and the mailing address of the Corporation is 12101 North Magnolia Avenue, Ocala, FL 34475. The address of the Corporation's principal office is 12101 North Magnolia Avenue, Ocala, FL 34475.

ARTICLE 2.

2.01 Duration. The period of duration of the Corporation is perpetual.

ARTICLE 3.

3.01 Purpose. The purpose of the Corporation is to own and operate a gift and antique shop, and for all other purposes permitted by law.

3.02 Corporate Powers. The Corporation shall have all the rights and powers now or subsequently conferred on corporations by the laws of the State of Florida.

3.03 Authority of Directors. The board, subject to any specific written limitations or restrictions imposed by law or by these Articles, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

ARTICLES OF INCORPORATION
FOR
THE OCCASIONAL SHOPPE, INC.

Page 2 of 6

ARTICLE 4.

4.01 Stock Certificates. Certificates of stock shall be signed by the President or the Vice-President, jointly with the Secretary and the seal of the Corporation shall be impressed thereon.

4.02 Number of Authorized Shares. The aggregate number of shares that the Corporation shall have authority to issue is 1,000 shares of common stock with par value of \$1.00 per share.

4.03 Pre-Emptive Right. The holders of shares of this Corporation shall have pre-emptive rights to purchase any shares of the Corporation hereafter issued or any security exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

4.04 Shares in Classes. The shares of the Corporation may, upon vote of the Board of Directors, be divided into voting and non-voting shares. Otherwise, there will be no classes of shares of the Corporation.

ARTICLES OF INCORPORATION
FOR
THE OCCASIONAL SHOPPE, INC.

Page 3 of 6

ARTICLE 5.

5.01 Cumulative Voting. At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to count for the election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

ARTICLE 6.

6.01 Bylaws. The power to adopt, alter or repeal Bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any Bylaw made by them that such Bylaws shall not be altered, amended or repealed by the Board.

6.02 Director Conflicts. Any contract or other transaction between the Corporation and one or more of its directors, a committee, shareholders or employees, in which they are interested, or between the Corporation and any Corporation or association of which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the Corporation that

ARTICLES OF INCORPORATION
FOR
THE OCCASIONAL SHOPPE, INC.

Page 4 of 6

acts upon, or in reference to, the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee or its shareholders. This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

6.03 Indemnification and Related Matters. The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

6.04 Removal of Directors. At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the Bylaws.

6.05 Amendment of Articles of Incorporation. The Corporation reserves the right to amend the Articles in any manner now or hereafter permitted by the law, as provided by the Bylaws.

ARTICLES OF INCORPORATION
FOR
THE OCCASIONAL SHOPPE, INC.

Page 5 of 6

ARTICLE 7.

7.01 Organizing Director. The initial Board of Directors shall consist of one (1) Director. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Director of this Corporation is:

<u>Name</u>	<u>Address</u>
Judith E. King	12101 North Magnolia Avenue, Ocala, FL 34475

ARTICLE 8.

8.01 Registered Agent and Registered Office. The name and address of the initial Registered Agent of the Corporation is Tim Haines, whose mailing address is 125 Northeast First Avenue, Suite 1, Ocala, Florida 34478.

ARTICLE 9.

9.01 Incorporator. The name and address of the person signing these Articles is Tim D. Haines, ,whose mailing address is 125 N.E. 1st Avenue, Suite 1, Ocala, FL 34470-6675.

ARTICLES OF INCORPORATION
FOR
THE OCCASIONAL SHOPPE, INC.

Page 6 of 6

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles
this 5th day of February 2001.

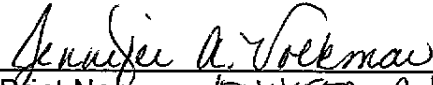


Tim D. Haines

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared TIM D. HAINES, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 5th day of February 2001.


Print Name: JENNIFER A. VOLKMAR
Notary Public, State of Florida
My Commission Expires: 1-1-03



JENNIFER A. VOLKMAR
Notary Public, State of Florida
My comm. Expires Jan. 1, 2003
Comm. No. CC 786178

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Tim Haines, whose mailing address is 125 Northeast First Avenue, Suite 1, Ocala, Florida 34478, is the initial registered agent named in the Articles of Incorporation to accept service of process for **THE OCCASIONAL SHOPPE, INC.** a corporation organized under the laws of the State of Florida and he hereby accepts such appointment as registered agent at the place designated in this certificate.

DATED this 5th of February 2001.



Tim Haines

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TALLAHASSEE FLORIDA