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Law Offices
ROWE and ROWE, P.A.
9471 Baymeadows Road, Suite 203
Jacksonville, Florida 32256

Robert L. Rowe, Jr.
R. Lee Rowe, III

Telephone (904) 730-2070
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February 12, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

400003678984--6
-02/14/01--01060--019
122.50 **78.75

RE: Jax Flea Market, Inc.
Our File Number 4398

EFFECTIVE DATE
02/13/01

Gentlemen:

Enclosed is an original and copy of the Articles of Incorporation of this proposed corporation.

Please file the Articles of Incorporation and certify and return the copy.

A check for \$122.50 is also enclosed to cover the \$35.00 filing fee, \$52.50 fee for certified copy of the Articles of Incorporation and \$35.00 fee for registered agent.

Please call us collect if there are any problems.

Very truly yours,


R. Lee Rowe, III

FILED
01 FEB 14 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosure


2/15

(5)

EFFECTIVE DATE
02/13/01

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
JAX FLEA MARKET, INC.**

The undersigned subscriber to these Articles of Incorporation, hereby executes these Articles of Incorporation to form a corporation under the laws of the State of Florida.

I. NAME AND MAILING ADDRESS

The name of this corporation is JAX FLEA MARKET, INC., and the mailing address is 3854 Sandy Shores Drive, Jacksonville, Florida 32277.

II. TERM OF EXISTENCE

This corporation is to exist perpetually. Corporate existence shall commence on February 13, 2001.

III. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes.

IV. CAPITAL STOCK

The maximum or aggregate number of shares this corporation is authorized to issue is 100,000 shares of common voting stock with a par value of \$1.00 per share.

V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9471 Baymeadows Road, Suite 203, Jacksonville, Florida 32256, and the name of the initial registered agent of this corporation at that address is Rowe and Rowe, P.A.

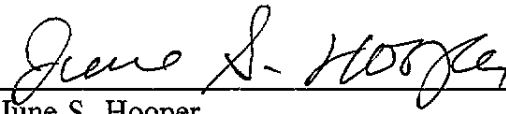
VI. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By Laws, but shall never be less than one. The name and address of the initial director of this corporation is: June S. Hooper, 3854 Sandy Shores Drive, Jacksonville, Florida 32277.

VII. INCORPORATORS



The name and address of the person signing these Articles is: June S. Hooper, 3854 Sandy Shores Drive, Jacksonville, Florida 32277.

In witness whereof, I, the undersigned subscribing incorporator, have hereunto set my hand and seal on February 12, 2001.


June S. Hooper

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me on February 12, 2001, by June S. Hooper, who produced a Florida Driver License as identification and who did not take an oath.

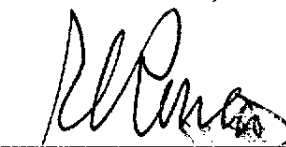
ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Rowe and Rowe, P.A., hereby accepts the designation of Registered Agent for JAX FLEA MARKET, INC., a proposed Florida Corporation.

Dated on February 12, 2001.

Rowe and Rowe, P.A.

By:


R. Lee Rowe, III
Vice President