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April 2, 2001

Department of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32301

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-04/05/01--01058--014
*****87.50 *****87.50

RE: BETTINA'S COLLECTIBLES AND FINE ARTS, INC.

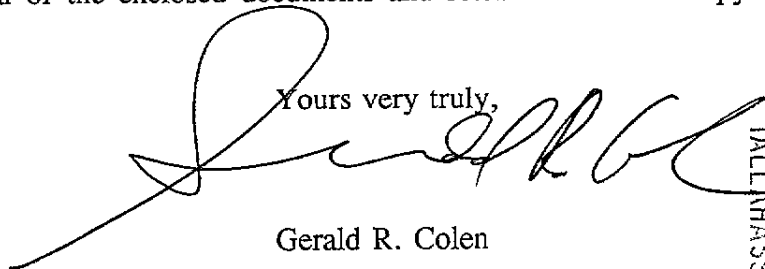
Gentlemen:

Enclosed please find the following:

1. Original and one copy of the Articles of Incorporation of BETTINA'S COLLECTIBLES AND FINE ARTS, INC.;
2. Check in the sum of \$87.50 to cover the \$35.00 (For-profit corporation filing fee) and \$52.50 (Certified copy of Articles).

Please file the original of the enclosed documents and return a certified copy to the undersigned.

Yours very truly,



Gerald R. Colen

GRC/mpj
Enclosures
(01-103)

01 APR -5 AM 11:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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01 APR -5 AM 11:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BETTINA'S COLLECTIBLES AND FINE ARTS, INC.

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following ARTICLES OF INCORPORATION for such corporation:

ARTICLE I. NAME

The name of this corporation is BETTINA'S COLLECTIBLES AND FINE ARTS, INC.

ARTICLE II. DURATION

The period of its duration is perpetual.

ARTICLE III. PURPOSE

This Corporation is organized to operate as a retail and wholesale dealer in and for the sale and/or resale of collectibles, crafts and works of art, in the State of Florida and to engage in any other activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 500 shares of stock at \$10.00 per share.

ARTICLE V. INITIAL STREET ADDRESS

The initial street address of the principal office of this Corporation is 8595 42nd Avenue North, St. Petersburg, Florida 33709.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial board of directors is one, whose name and address is: BETTINA HERMAN, 8595 42nd Avenue North, St. Petersburg, Florida 33709.

ARTICLE VII. INCORPORATORS

The name and address of the incorporator is: BETTINA HERMAN, 8595 42nd Avenue North, St. Petersburg, Florida 33709.

ARTICLE VIII. AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these ARTICLES OF INCORPORATION, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX. REGISTERED AGENT AND ADDRESS

The name of the registered agent and the street address of the registered office are as follows: BETTINA HERMAN, 8595 42nd Avenue North, St. Petersburg, Florida 33709.

ARTICLE X. POWERS

This Corporation shall have the power to do any and all things necessary, suitable, convenient or proper for the accomplishment of any of the purposes of the attainment of any of

the objects relative to the operation and maintenance of a business. In addition, this Corporation shall have all the powers set forth in Chapter 607.011, Florida Statutes (1984), and as amended thereafter.

ARTICLE XI. 1244 ELECTION

The capital stock issued by the Corporation shall be issued in accordance with the requirements of Section 1244 of the Internal Revenue Code, so as to have it qualify as Section 1244 stock, and the Corporation shall adopt appropriate resolutions to accomplish this purpose.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these ARTICLES OF INCORPORATION, this 2nd day of April, 2001.

Bettina Herman
BETTINA HERMAN, INCORPORATOR

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01 APR -5 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as Registered Agent for said Corporation and certify that I am familiar with and accept the obligations of that position.

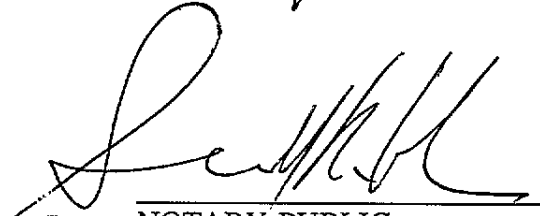
Bettina Herman
BETTINA HERMAN, REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared BETTINA HERMAN, who is personally known to me or produced H. DL. as identification and who, being by me first duly sworn, deposes and says that he is the person who subscribed the above and foregoing ARTICLES OF INCORPORATION for the purposes therein expressed.

SWORN TO and subscribed before me this 2nd day of April, 2001.


NOTARY PUBLIC

My Commission Expires:



Gerald R. Golen
Commission # CG 910530
Expires March 26, 2004
Bonded Thru
Atlantic Bonding Co., Inc.