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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

ANTIQUARES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

FILED
01 MAY 24 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight MAY 25 2001

(B)

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ARTICLES OF INCORPORATION
OF
ANTIQUARES, INC.

The undersigned incorporator forms a corporation for profit under Chapter 607, Florida Statutes.

ARTICLE I

The name of the corporation is : Antiquares, Inc.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation shall engage in the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV

The corporation has the authority to issue 500 shares of common stock, one class only. The par value of each share of common stock is \$1.00. The initial stock shall be issued as follows:

Giulio Mucelli	50%
Isabella Campanile	50%

ARTICLE V

The street address of the corporation's initial registered office is :

9555 N. Kendall Dr., Suite 211
Miami, FL 33176

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TALLAHASSEE, FLORIDA

The name of its initial registered agent at such address is:

Sheldon L. Gottlieb, Esq.

The initial place of business of the corporation shall be:

1459 Rodman Street
Hollywood, FL 33020

ARTICLE VI

The corporation shall have no less than one director(s). The names and addresses of the persons who will serve as directors on the initial board of directors are:

Giulio Mucelli	1459 Rodman Street, Hollywood, FL 33020
Isabella Campanile	1459 Rodman Street, Hollywood, FL 33020

ARTICLE VII

The name and address of the incorporator is:

Sheldon L. Gottlieb
9555 N. Kendall Dr., Suite 211
Miami, FL 33176

IN WITNESS WHEREOF the undersigned incorporator executed these

Articles of Incorporation on the 14 day of May, 2001.


SHELDON L. GOTTLIEB

GIULIO MUCELLI

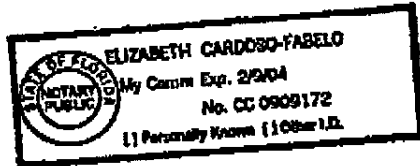

ISABELA CAMPANILE


STATE OF FLORIDA)
COUNTY OF DADE)

Before Me, the undersigned authority, personally appeared Sheldon L. Gottlieb,
who, after being first duly sworn, deposes and says:

1. That he is the incorporator of the above-named corporation.
2. The contents of the foregoing Articles of Incorporation are true and correct.

SWORN TO and subscribed before me, the undersigned authority, this 18
day of May, 2001.




NOTARY PUBLIC
My commission expires:

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

The following is submitted in compliance with Chapter 607, Florida Statutes.

Antiquares, Inc., desiring to organize under the laws of the
State of Florida, has named Sheldon L. Gottlieb, Esq., located at 9555 N. Kendall Dr.
Suite 211, Miami, Dade County, FL, as its registered agent to accept service of process
within this State.

ACCEPTANCE

Having been named to accept service of process for the above-named corporation,
at the registered office designated in this 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.

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SHELDON L. GOTTLIEB
Registered Agent

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TALLAHASSEE, FLORIDA