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Network Accounting Services

2000 West Bay Drive
Largo, Florida 33770
(727) 536-2088

TRANSMITTAL LETTER

4000004340534-5
-06/04/01--01128--013
*****78.75 *****78.75

May 31,
April 9, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: *ANTIQUES BY GEORGE, INC.*

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the articles of incorporation and a check for \$78.75 with regard to the above.

Please contact this office with any questions you may have.

Very truly yours,
NETWORK ACCOUNTING SERVICES, INC.

Donna S. Tavares

Donna S. Tavares

DST/
Enclosures

FILED
01 JUN -5 AM 4:56
STATE
TALLAHASSEE, FLORIDA

FILED

01 JUN -4 AM 7: 57

ARTICLES OF INCORPORATION OF
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ANTIQUES BY GEORGE, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be:

ANTIQUES BY GEORGE, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

***7886 62ND STREET NORTH
PINELLAS PARK, FL 33781***

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have at any one time is:

ARTICLE IV: OFFICERS

The officers of said corporation shall be as follows:

GEORGE POWELL: PRESIDENT

ARTICLE V: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

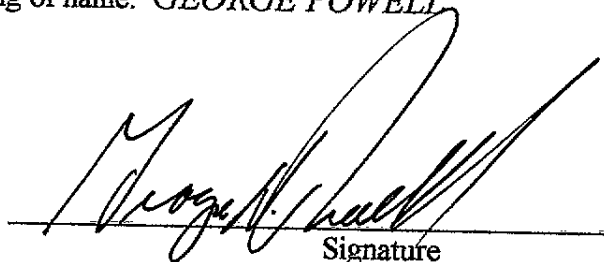
*GEORGE POWELL
7886 62ND STREET NORTH
PINELLAS PARK, FL 33781*

ARTICLE VI: INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is:

*GEORGE POWELL
7886 62ND STREET NORTH
PINELLAS PARK, FL 33781*

Correct spelling of name: *GEORGE POWELL*



Signature

ARTICLES OF INCORPORATION

FILED
01 JUN -4 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR
617.0501, FLORIDA STATUTES, THE UNDERSIGNED
CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT,
IN THE STATE OF FLORIDA.

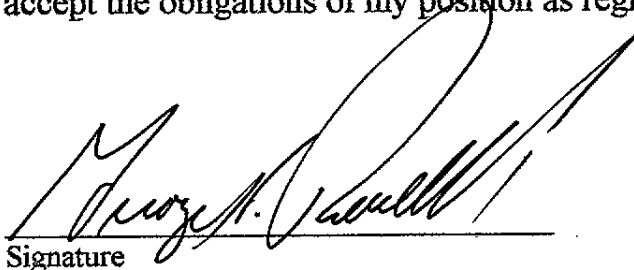
1. The name of the corporation is:

ANTIQUES BY GEORGE, INC.

2. The name and address of the registered agent and office is:

***GEORGE POWELL
7886 62ND STREET NORTH
PINELLAS PARK, FL 33781***

Having been named as registered agent and to accept service of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature

5-31-01
Date