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May 31, 2001

Secretary of State
Corporate Division
Post Office Box 6327
The Capitol
Tallahassee, Florida 32304

FILED
JUN -4 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Sweet Memories Antiques & Collectibles, Inc.
(Incorporation)
Our File No.: M-7006-M

500004340755-5
-06/04/01--01134--021
*****70.00 *****70.00

Dear Sir or Madam:

I am enclosing herewith an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fees:

Filing fee	\$ 35.00
Registered agent fee	35.00
TOTAL	\$ 70.00

Please file the original of the enclosed Articles of Incorporation and return a conformed copy to the undersigned.

Please do not hesitate to contact this office should you have any questions or require any additional information. Your prompt attention to this matter would be greatly appreciated.

Sincerely,

Jenice C. Jones, CLA
Jenice C. Jones, CLA
Certified Legal Assistant to
EDSEL F. MATTHEWS, JR., ESQUIRE

/jcj
Enclosure(s)

6-8-01
WC

ARTICLES OF INCORPORATION

OF

SWEET MEMORIES ANTIQUES & COLLECTIBLES, INC.

The undersigned acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I - NAME & ADDRESS

The name of this corporation is Sweet Memories Antiques & Collectibles, Inc. and the address of the corporation is 4529 Tradewinds Place, Pensacola, Florida 32514.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgment of these articles of incorporation.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, all of one class and series.

ARTICLE V - 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 4529 Tradewinds Place, Pensacola, Florida 32514, and the name of this corporation's initial registered agent is Susan G. Lewis.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is two (2) whose names and addresses are Susan G. Lewis of 4529 Tradewinds Place, Pensacola, Florida 32514 and Charles William Lewis of 4529 Tradewinds Place, Pensacola, Florida 32514.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is Susan G. Lewis of 4529 Tradewinds Place, Pensacola, Florida 32514.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 31st day of May, 2001.

Susan G. Lewis
SUSAN G. LEWIS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before me the undersigned authority in and for the said State and County personally appeared Susan G. Lewis, to me well known to be the person described in or who produced _____ as identification and who freely and voluntarily subscribed the foregoing articles of incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 31st day of May, 2001.



Edsel F. Matthews, Jr.
MY COMMISSION # CC783482 EXPIRES
December 18, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Edsel F. Matthews, Jr.
Notary Public
My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Susan G. Lewis, hereby accept the appointment as registered agent for Sweet Memories Antiques & Collectibles, Inc., as set forth in its Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 31st day of May, 2001.

Susan G. Lewis
Susan G. Lewis