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January 21, 2002

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
POST OFFICE BOX 6327
TALLAHASSEE, FLORIDA 32314

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-01/31/02--01017--003
*****87.50 *****87.50

RE: RODEO DRIVE CLASSICS, INC.
ARTICLES OF INCORPORATION

Please find enclosed a check in the amount of \$ **87.50** for filing fee, registered agent fee, certified copy of Articles of Incorporation, and Certificate of Status for the above referenced Florida Corporation. Also enclosed are original of Articles of Incorporation for RODEO DRIVE CLASSICS, INC.

Please advise when the Articles have been filed, and return the certified copy of the Articles to the herein referenced INCORPORATOR.

Sincerely,

Diane J. Colby
DIANE J. COLBY
INCORPORATOR

EFFECTIVE DATE
2-01-02

DIANE J. COLBY
7429 MONTE VERDE
SARASOTA, FLORIDA 34238-4562

2/6
ust

FILED
02 JAN 31 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RODEO DRIVE CLASSICS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1. NAME

The name of the Corporation shall be RODEO DRIVE CLASSICS, INC. a Florida "For Profit" Corporation.

ARTICLE 2. PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

EFFECTIVE DATE
2-01-02

ARTICLE 3. POWERS

This Corporation shall have all the powers enumerated in the "Florida General Corporation Act", (Chapter 607, Florida Statutes).

ARTICLE 4. CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of voting common stock (one thousand shares), with a par value of \$1.00 (one dollar) per share.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is;

6216 28TH STREET EAST
BRADENTON, FLORIDA 34203

and the name of the initial registered agent of this Corporation at that address is;

DIANE J. COLBY

ARTICLES OF INCORPORATION

RODEO DRIVE CLASSICS, INC.

ARTICLE 6. INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be either increased or decreased from time to time by the By-laws, but shall never be less than one. The name of the initial Director of this Corporation is

DIANE J. COLBY

ARTICLE 7. INCORPORATOR

The name and address of the incorporator of this Corporation is;

DIANE J. COLBY
7429 MONTE VERDE
SARASOTA, FLORIDA 34238-4562

ARTICLE 8. CORPORATION'S PRINCIPAL OFFICE

The principal office of this Corporation will be as follows;

6216 28TH STREET EAST
BRADENTON, FLORIDA 34203

ARTICLE 9. AMENDMENT

This Corporation reserves the right to amend or repeal any provision(s) contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLES OF INCORPORATION

RODEO DRIVE CLASSICS, INC.

ARTICLE 10. OFFICERS

The initial officers of this Corporation are as follows;

PRESIDENT	DIANE J. COLBY
TREASURER	DIANE J. COLBY
VICE-PRESIDENT	DIANE J. COLBY
SECRETARY	DIANE J. COLBY

ARTICLE 11. CORPORATE EXISTENCE

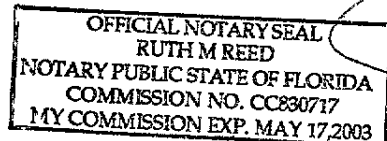
The Corporation will begin existence on February 1, 2002, and continue until dissolved as provided by law.

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE
ARTICLES OF INCORPORATION ON THIS 24th DAY
OF JANUARY, 2002.


DIANE J. COLBY
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF SARASOTA)

In my presence on January 24th, 2002 appeared DIANE J. COLBY known to be the person described as the Incorporator, who executed the foregoing Articles of Incorporation, and said person did acknowledge subscribing to the same.



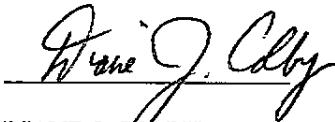

NOTARY PUBLIC

Driver's license provided
for identification.

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
RODEO DRIVE CLASSICS, INC.

Having been named to accept service of process for the above named Corporation, at the place designated in the Corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: JANUARY 21, 2002


DIANE J. COLBY
Registered Agent for
Rodeo Drive Classics, Inc.

EFFECTIVE DATE
2-1-02

FILED
02 JAN 31 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA