MODIFICATION OF State

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

200005763052--5 -08/12/02--01046--001 *****87,50 *****87,50

SUBJECT:	The Bronze Factory Inc.
	(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an origin	nal and one(1) copy of the artic	les of incorporation and a	check for:
S70.00 Filing Fee	\$78.75 Filing Fee & Certificate of Status	\$78.75 Filing Fee & Certified Copy ADDITIONAL CO	\$87.50 Filing Fee, Certified Copy & Certificate of Status DPY REOUIRED

FROM: The Bronze Factory Inc.

Name (Printed or typed)

1125 Kings Estate Road

Address

St. Augustine FL 32086

City, State & Zip

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles

ARTICLES OF INCORPORATION

OF

THE BRONZE FACTORY, INC.

The undersigned, acting as the incorporator of a corporation and adopts the under the Florida Business Corporation Act adopts the following Article of Incorporations for such corporations

ARTICLE I NAME

The name of the corporation is THE BRONZE FACTORY, INC.

ARTICLE II COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE

Corporate existence shall commence on JUNE 10th 2002 and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III CAPITAL STOCK

This corporation shall have authority to issue one thousand (1,000) shares of capital stock with a par value of \$ 1.00 per share. The Shares of the corporation are not to be divided into classes.

ARTICLE IV PRINCIPAL OFFICE

The principal office and mailing address of the corporation is 1125 Kings Estate Road, St. Augustine, FL 32086.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address in Florida of the corporation's initial registered office is 2200 N. PONCE DE LEON BLVD., SUITE #10, ST. AUGUSTINE, FL 32086 and the initial registered agent at such address is W.HENRY O'CONNELL.

ARTICLE VI INCORPORATORS

The name and address of the incorporators are as follows:

Emil Cologna III 1125 Kings Estate Road St. Augustine, FL 32086 In witness whereof, the undersigned incorporator has executed these Articles of Incorporation at 1125 Kings Estate Road St. Augustine, FL 32086 on the 10th day of June, 2002.

Emil Cologna III, Incorporator

DESIGNATION OF REGISTERED AGENT

In compliance with Section 48.091 and 607.0501, Florida Statutes, the following is submitted:

That THE BRONZE FACTORY, INC. desiring to operate under the laws of the State of Florida, with its principal place of business in ST. AUGUSTINE, FLORIDA, has named W. HENRY O'CONNELL located at 2200 N. PONCE DE LEON BLVD., SUITE #10, ST. AUGUSTINE, FL 32084 as its agent to accept service of process within Florida.

THE BRONZE FACTORY, INC.

By:

Emil Cologna III Incorporator

Dated : June 10, 2002

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties. In addition, the undersigned hereby acknowledges that it is familiar with, and accepts, the obligation provided for in Section 607.0505, Florida statutes.

W. HENRY O'CONNELL Dated: June 10, 2002 02 JUN 12 PM 1: 18
SECRETARY UP STATE
TALLAHASSEE FLORIDA