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TRANSMITTAL LETTER

FEB 15 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 3, 1995

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

100001407251
-02/15/95 - 01106--004
****131.25 ****131.25

Subject PIECES OF OLD ENGLAND, INC

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$131.25 for the Filing Fee, Certified Copy, and Certificate

FROM Michael E Pennington
 34 Granada Street
 St Augustine, FL 32084
 (904) 824-1881

2/16/95
TB

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation

Article I Name

The name of the corporation shall be

PIECES OF OLD ENGLAND, INC

Article II Principal Office

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

34 Granada Street
St Augustine, Florida 32084

Article III Shares

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

100 Shares of Common Stock

Shares shall be issued as follows

Michael E Pennington	50 Shares
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June E Pennington	50 Shares
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Articles of Incorporation
PIECES OF OLD ENGLAND, INC.
Page 2

Article IV Initial Registered Agent and Street Address

The name and address of the initial registered agent is

Michael E. Pennington
34 Granada Street
St. Augustine, Florida 32084

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated above, 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.

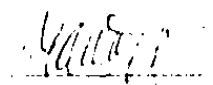
Article V Incorporators

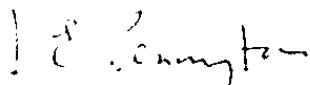
The names and addresses of the incorporators to these Articles of Incorporation are

Michael E. Pennington
34 Granada Street
St. Augustine, FL 32084

June E. Pennington
34 Granada Street
St. Augustine, FL 32084

The undersigned incorporators have executed these Articles of Incorporation this 3rd day of February, 1995





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

FILED 13 MAR 9 01
SECRET
TALLAHASSEE, FLORIDA

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

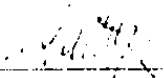
1 The name of the corporation is

PIECES OF OLD ENGLAND, INC

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

Michael E Pennington
34 Granada Street
St Augustine, Florida 32084

Having been named as registered agent and to accept service of process for the above 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



DIVISION OF CORPORATIONS P O BOX 6327, TALLAHASSEE, FL