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LAW OFFICES

ALLEN, DELL, FRANK & TRINKLE

SUITE 1240, THE BARNETT PLAZA
101 E. KENNEDY BOULEVARD
POST OFFICE BOX 2111
TAMPA, FLORIDA 33601
(813) 223-6381

LEROY ALLEN (1902-1978)
L. ROBERT FRANK (1924-1990)
JOHN R. TRINKLE, JR. (1928-1991)

AUTOMATIC TELECOPIER
(813) 220-0682

January 26, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100001393991
-01/31/95--01054--018
****122.50 ****122.50

RE: ANTIQUITIES, INC.

EFFECTIVE DATE

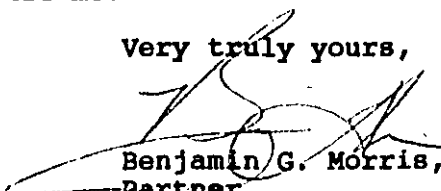
3-1-95

Dear Sir or Madame:

Enclosed please find our firm check in the amount of \$122.50 representing the filing fee for the enclosed Articles of Incorporation. Also please send me a certified copy of the Articles once it has been filed.

If you have any questions or desire any additional information, please advise me.

Very truly yours,


Benjamin G. Morris,
Partner

BGM/ep

Enclosures

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95 FEB 21 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

789,502,671
W/95-2583

Q. BROWN FEB 21 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 6, 1995

ALLEN, DELL, FRANK & TRINKLE, ATTYS
ATTN: BENJAMIN G. MORRIS
POST OFFICE BOX 2111
TAMPA, FL 33801

SUBJECT: ANTIQUITIES, INC.
Ref. Number: W95000002583

We have received your document for ANTIQUITIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 695A00004851

EFFECTIVE DATE
3-1-95

ARTICLES OF INCORPORATION
OF
TIMELESS ANTIQUITIES, INC.

The undersigned, acting as Incorporator of TIMELESS ANTIQUITIES, INC., under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME:

The name of the corporation is:

TIMELESS ANTIQUITIES, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE:

This corporation shall have perpetual existence, commencing on MARCH 1, 1995.

ARTICLE III. PURPOSE:

The general purpose or purposes for which the corporation is organized are as follows:

- (a) to purchase and sell antiques and related businesses, and
- (b) to transact any and all other lawful business for which a business may be incorporated under the Florida General Corporation Act.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any one time is 1,000,000 shares of Class A voting common stock having a par value of \$1.00 per share, and 1,000,000 shares of Class B non-voting common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and

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TALLAHASSEE, FLORIDA

may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or service actually performed for the corporation with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office and the principal office of the corporation is 7038-B Central Ave., St. Petersburg, Florida 33707, and the name of the corporation's initial registered agent at that address is DOROTHY R. FARRELL.

ARTICLE VI. INITIAL BOARD OF DIRECTORS:

The corporation shall have two initial directors. The number of Directors may be either increased or diminished from time to time, as provided in the Bylaws, but shall never be less than one. The names and addresses of the two initial directors are:

ANTHONY A. LITTLE	7038-B Central Ave. St. Petersburg, Florida 33707
DOROTHY R. FARRELL	7038-B Central Ave. St. Petersburg, Florida 33707

ARTICLE VII. INCORPORATOR:

The name and address of the incorporator is:

DOROTHY R. FARRELL
7038-B Central Ave.
St. Petersburg, Florida 33707

ARTICLE VIII. PREEMPTIVE RIGHTS:

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rate portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed by or any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or lease thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE IX. BYLAWS:

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and Shareholders, except that the Board of Directors may not amend or repeal any Bylaw adopted by Shareholders if the Shareholders specifically provide such Bylaw is not subject to amendment or repeal by the Directors.

ARTICLE X. AMENDMENTS:

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted subject to this

reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders meeting by the holders of a majority of the shares entitled to vote thereon or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16 day of February, 1995.

Sarah R. Farrell
DOROTHY R. FARRELL

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 16 day of Feb., 1995, by DOROTHY R. FARRELL, who is personally known to me ~~or who has produced~~ FL40-196-30-526-b 2000 as identification and who [~~did~~] [did not] take an oath.

Suzanne W. Malek
Signature of Notary Public

Suzanne W. Malek
Notary Public's Name Printed
State of Florida at Large
My Commission Expires:

ACCEPTANCE



I hereby accept to act as initial Registered Agent for TIMELESS ANTIQUITIES, INC., as stated in these Articles of Incorporation.

Sarah R. Farrell (SEAL)
DOROTHY R. FARRELL

FILED
95 FEB 21 AM 11:23
HILLSBOROUGH COUNTY
STATE OF FLORIDA