

P95000037243

APRIL 26, 1995

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

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-05/09/95--01026--008
*****70.00 *****70.00

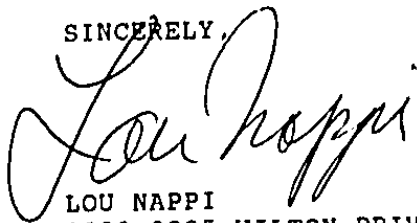
SUBJECT: ANTIQUES BY KATHRYN, INC

DEAR SIRs:

ENCLOSED PLEASE FIND ARTICLES OF INCORPORATION FOR ANTIQUES BY KATHRYN, INC. AND A CHECK PAYABLE TO DEPARTMENT OF STATE IN THE AMOUNT OF \$70.00 WHICH REPRESENTS THE CORPORATE FILING FEE AND THE DESIGNATION OF REGISTERED AGENT FEE.

A PHOTOCOPY OF THE ARTICLES OF INCORPORATION HAS ALSO BEEN ENCLOSED. I REQUEST THAT IT BE "STAMPED WITH THE FILING DATE" AND RETURNED TO ME.

SINCERELY,



LOU NAPPI
2223-2225 WILTON DRIVE
WILTON MANORS, FLORIDA 33305

LN/KAH
ENCLOSURES

5/11
55 MAY -9 AM 8:53
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
FOR
ANTIQUES BY KATHRYN, INC.

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is ANTIQUES BY KATHRYN, INC.

ARTICLE II: DURATION

The corporation shall exist perpetually, commencing on the date of filing of these Articles, unless sooner dissolved according to law.

ARTICLE III: PURPOSE

This corporation is organized for the purpose of transacting any and all activities or business permitted under the laws of the United States and Florida.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of Common Stock at One Dollar (\$1.00) par value. The capital stock shall be paid in cash or in property, at just valuation to be fixed by the Incorporators, or by the directors at a meeting called for such purpose, or at the organizational meeting.

ARTICLE V: INITIAL PRINCIPAL OFFICE

The initial principal office of the corporation shall be 2223-2225 Wilton Drive, Wilton Manors, Florida 33305.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2223-2225 Wilton Drive, Wilton Manors, Florida 33305 and the name of the registered agent of this corporation at that address is LOU NAPPI.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 MAY - 8 AM 8:53

ARTICLE VIII: BOARD OF DIRECTORS

The number of directors of this Corporation may either be increased or decreased from time to time, but shall never be less than one. The initial board of directors consists of two individuals, to wit:

President: LOU NAPPI
2223-2225 Wilton Drive
Wilton Manors, Florida 33305

Secretary/Treasurer: KATHRYN E. NAPPI
2223-2225 Wilton Drive
Wilton Manors, Florida 33305

ARTICLE VIII: INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

LOU NAPPI
2223-2225 Wilton Drive
Wilton Manors, Florida 33305

ARTICLE IX: INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE X:

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who is so interested may be counted in determining the existence of a quorum at any

meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XI:

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon any dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE XII: AMENDMENT

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.

IN WITNESS THEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2 day of May, 1995.

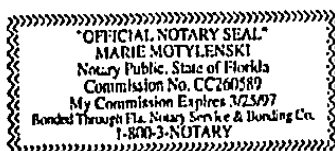
Lou Nappi
LOU NAPPI

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared LOU NAPPI known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, and I relied upon the following forms of identification of the above named person, personally known to me and/or driver's license.

SWORN TO AND SUBSCRIBED BEFORE ME THIS 2 DAY OF May, 1995.

Marie Motylenski
NOTARY PUBLIC - STATE OF FLORIDA



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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 AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: ANTIQUES BY KATHRYN, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

LOU NAPPI
2223-2225 WILTON DRIVE
WILTON MANORS, FLORIDA 33305

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED 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.

Lou Nappi
LOU NAPPI

5-2-95
DATE

5-9 AM 8:53

SECRETARY OF STATE
DIVISION OF CORPORATIONS