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FILED
95 JUN 12 PM 5:55
TALLAHASSEE, FLORIDA

June 9, 1995

State of Florida
Division of Corporation
P.O. BOX 6327
Tallahassee Florida 32314

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-06/12/95--01063--004
****122.50 ****122.50

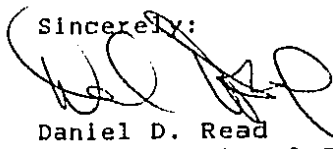
Dear Division of Corporation,

Enclosed please find the original documents to file, Cape Coral Fleamarket, Inc. as a corporation along with a check in the amount of \$122.50.

If you should have any problems with these documents, please call Dan Read at 1-941-542-0002.

Thank you for your help in this matter.

Sincerely:


Daniel D. Read
916-B Cape Coral Pkwy East
Cape Coral Florida 33904

BROWN JUN 15 1995

ARTICLES OF INCORPORATION
for
CAPE CORAL FLEA MARKET, INC.

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TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, desirous of forming a corporation under the Laws of the State of Florida, and more particularly under the provisions of Article _____, and amendments thereto, governing manufacturing and business companies, have entered into the following agreement:

ARTICLES

FIRST: THE NAME OF THE CORPORATION SHALL BE

CAPE CORAL FLEA MARKET, INC.

SECOND: THE INITIAL REGISTERED OFFICE OF THIS CORPORATION SHALL BE LOCATED AT

5347 Mayfair Court, Cape Coral, FL 33904
COUNTY, Lee.

THIRD: THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION SHALL HAVE AUTHORITY TO ISSUE IS TEN THOUSAND (10,000), HAVING A PAR VALUE OF \$1.00 PER SHARE.

EVERY SHARE HOLDER, UPON THE SALE OF ANY NEW STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AND TERMS AT WHICH IT IS OFFERED TO OTHERS.

FORTH: THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL COMMENCE BUSINESS IS \$100.

FIFTH: THAT THE NAMES, PLACES OF RESIDENCE OF THE INITIAL SHAREHOLDERS, AND THE NUMBER OF SHARES SUBSCRIBED BY EACH ARE:

NAME	RESIDENCE	# OF SHARES
Daniel D. Read	5347 Mayfair Ct. Cape Coral, FL 33904	50
John C. Connell	441 Palm Tree Blvd. Cape Coral, FL 33904	50

SIXTH: THAT THE BOARD OF DIRECTORS SHALL CONSIST OF AT LEAST 1 SHAREHOLDER, AND THE NAMES OF THOSE AGREED UPON FOR THE FIRST YEAR ARE:

NAME	RESIDENCE
Daniel D. Read	5347 Mayfair Ct. Cape Coral, FL 33904
John C. Connell	441 Palm Tree Blvd. Cape Coral, FL 33904

SEVENTH: THAT THE CORPORATION SHALL CONTINUE FOR THE TERM OF Indefinite.

EIGHTH: THAT THE CORPORATION IS FORMED FOR THE FOLLOWING PURPOSES:

The purpose of this corporation is to operate a flea market; act as buying and selling agents; and to engage in any lawful acts or activities for which corporations are permitted under the laws of the United States and of the State of Florida.

NINTH: THE NAME AND ADDRESS OF THE INCORPORATOR IS:

NAME	RESIDENCE	
Daniel D. Read	5347 Mayfair Ct. Cape Coral, FL 33904	50

We, the undersigned, being the original incorporators of Cape

BOARD OF DIRECTORS

That Daniel D. Read and John C. Connell are selected as directors for the first year, to the above and foregoing articles of agreement for the incorporation of Cape Coral Flea Market, Inc., being duly sworn upon their oaths did say that the statements and matters set forth therein are true.

Witness my hand and official seal in the County and State last aforesaid this 7 day of June, A.D. 1995.


Daniel D. Read


STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and take acknowledgments, personally appeared Daniel D. Read known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above named person: FL DL # for Read DL LC EK R300-164-61-350-0 and that an oath (was)(was not) taken.




"OFFICIAL SEAL"
Dianne Reeder
My Commission Expires 11/14/97
Commission #CC 330058
NOTARY RUBBER STAMP SEAL


NOTARY SIGNATURE


PRINTED NOTARY SIGNATURE

Coral Flea Market, Inc., do hereby certify that the foregoing constitutes the Articles of Incorporation of said corporation.

Witness my hand and official seal in the County and State last aforesaid this 7 day of June, A.D. 1995.


Daniel D. Read

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and take acknowledgments, personally appeared Daniel D. Read known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above named person: FL DL # for Read DR-LIC FL R300-164-; and that an oath (was)(was not) taken. 41-350-0



NOTARY RUBBER STAMP SEAL

"OFFICIAL SEAL"
Dianne Reeder
My Commission Expires 11/14/97
Commission #CC-330059

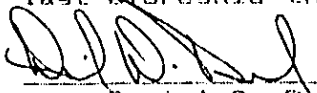

NOTARY SIGNATURE

DIANNE REEDER
PRINTED NOTARY SIGNATURE

REGISTERED AGENT

Daniel D. Read of 5347 Mayfair Ct., Cape Coral, FL 33904 hereby accepts the appointment of Registered Agent and to act in this capacity for Cape Coral Flea Market, Inc. of 5347 Mayfair Ct., Cape Coral, FL 33904.

Witness my hand and official seal in the County and State last aforesaid this 7 day of June, A.D. 1995.


Daniel D. Read

STATE OF FLORIDA
COUNTY OF LEE

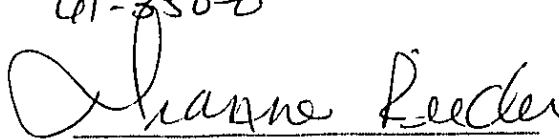
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and take acknowledgments, personally appeared Daniel D. Read known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above named person: FL DL # DR-LFC FL 8300-161-- and that an oath (was)(was not) taken.

41-350-D



•OFFICIAL SEAL•
Dianne Reeder
My Commission Expires 11/14/97
Commission #CC 330059

NOTARY RUBBER STAMP SEAL


NOTARY SIGNATURE

DIANNE REEDER
PRINTED NOTARY SIGNATURE