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 8/1/95 FLORIDA DIVISION OF CORPORATIONS
 ((H95000008512))) ELECTRONIC FILING COVER SHEET
 TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
 DEPARTMENT OF STATE 1492 W FLAGLER ST
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 409 EAST GAINED STREET MIAMI FL 33135-0000
 TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
 FAX: (904) 922-4000 PHONE: (305) 541-3894
 FAX: (305) 541-3770
 ((H95000008512))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: AUDREY & STUART'S ANTIQUES, INC.
 FAX AUDIT NUMBER: H95000008512 CURRENT STATUS: REQUESTED
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ARTICLES OF INCORPORATION

OF

AUDREY & STUART'S ANTIQUES, INC.

The undersigned party to these Articles of Incorporation, a natural person competent to contract, hereby for and incorporate a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be: Audrey & Stuart's Antiques, Inc.

ARTICLE II PRINCIPAL OFFICE

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

3729 South Dixie Highway
West Palm Beach, FL 33405

ARTICLE III CAPITAL STRUCTURE

The Corporation is authorized to issue five thousand shares of Common Stock, each share having a Par Value of one dollar.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Stuart Peckner
3729 South Dixie Highway
West Palm Beach, FL 33405

Prepared by: Gary McClain, 3310 West Hillsboro Blvd.
Deerfield Beach, Florida 33442
(305) 426-4086

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ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Stuart Peckner
3729 South Dixie Highway
West Palm Beach, Fl 33405

The undersigned has executed these Articles of Incorporation

Stuart Peckner Pres.
Signature/Title

ARTICLE VI - PURPOSE

The Corporation is organized for the following purposes:

1. For the purpose of transacting any of all lawful business permitted under the Laws of the United States and of the State of Florida.
2. For the purpose of engaging in any one or more of the acts and things herein set forth.

ARTICLE VII - VOTING RIGHTS

Except as otherwise provided by the law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares of Common Stock.

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind as that which he already holds, shall have the right to purchase his pro-rated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

the corporation shall have (1) director initially name and address of the initial director of this Corporation is:

Stuart Peckner
3729 South Dixie Highway
West Palm Beach, FL 33405

ARTICLE X - LENGTH OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved according to Law. Corporate existence shall commence on the date these Articles are executed.

ARTICLE XI - OFFICERS

The corporation shall have a President and a Secretary-Treasurer, and such other and/or additional officers as may be created from time to time by, and authorized by, its Bylaws.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 2nd day of August 1995.

Stuart Peckner

(SEAL)

CERTIFICATE OF DESIGNATIONREGISTERED AGENT/REGISTERED OFFICE

pursuant to the provisions of section 607.0501, 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: Audrey & Stuart's Antiques, Inc.
2. The name and address of the registered agent and office is:

Stuart Peckner
3729 South Dixie Highway
West Palm Beach, Fl 33405

Signature Stuart Peckner
(corporate officer)

Title Pres

Date Aug. 2, 1995

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

Signature Stuart Peckner
Date Aug 2, 1995

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TALLAHASSEE, FLORIDA

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100-23-11X1 00143 FROM

TO

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STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 2nd day of August 1995,
personally came and appeared before me, the undersigned
authority, Stuart Pecknor, to me well known, and known to me
to be the person described in and who acknowledged to me that
they executed the foregoing Certificate of Incorporation as
their free and voluntary act and deed and for uses and
purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
on the day and year first above written.

William H. Cain
Notary Public
My Commission Expires: