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TRANSMITTAL LETTER

FILED

96 JAN -8 PM 5:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: YesterYear Antiques, INC.

Enclosed please find an original and one (1) copy of the articles of incorporation, a Certificate of Designation of Registered Agent / Registered Office for the above corporation and check in the amount of \$ 70.00

FROM:

Thomas R. Nell
1716 Fowler St.
Ft. Myers, Fla. 33901
(941)-334-1299

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*****70.00 *****70.00

**ARTICLES OF INCORPORATION
OF
YesterYear Antiques, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of incorporation.

ARTICLE I - NAME

The name of the incorporation is **YesterYear Antiques, INC.**

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
1724 Fowler Street, Fort Myers, Florida 33901.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

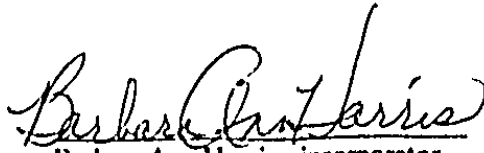
The street address of the initial registered office of this corporation is 2934 Calvin Blvd., Fort Myers, Florida 33901 and the name of the initial registered agent of this

corporation is Barbara Ann Harris, whose address is 2934 Calvin Blvd., Fort Myers, Florida 33901.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is: Barbara Ann Harris, whose address is 2934 Calvin Blvd., Fort Myers, Florida 33901.

The undersigned has executed these Articles of incorporation this 3rd day of January, 1996.


Barbara Ann Harris - incorporator
and Chairman of the Board

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 **YesterYear Antiques, INC.**
2. The name and address of the registered agent and office is:

Barbara Ann Harris
2934 Calvin Blvd.
Fort Myers, Florida 33901

SIGNATURE

Barbara Ann Harris

TITLE: Incorporator, Chairman of
the Board

DATE

January 3, 1996

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.

SIGNATURE

Barbara Ann Harris

DATE

January 3, 1996