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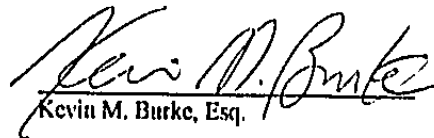
JANUARY 22, 1996

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
409 EAST GAINES STREET  
TALLAHASSEE, FL. 32399

800001700508  
-01/30/96--01028--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: VICTORIA'S ANTIQUES, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation. Our check for \$70.00 is attached.

  
Kevin M. Burke, Esq.

**NOTE\*** PLEASE CALL ME IF THE NAME I HAVE CHOSEN FOR THE CORPORATION IS  
ALREADY TAKEN SO I CAN GIVE YOU ANOTHER ONE. CALL OUR OFFICE AT 1-813-542-8838  
AND THANK YOU.

FILED  
96 JAN 29 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SMB  
1/30/96

**ARTICLES OF INCORPORATION**  
**OF**  
**VICTORIA'S ANTIQUES, INC.**

**FILED**  
96 JAN 29 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH THE REQUIREMENTS OF FLORIDA STATUTES CHAPTER 607, THE UNDERSIGNED, BEING A NATURAL PERSON DOES HEREBY ACT AS AN INCORPORATOR IN ADOPTING AND FILING THE FOLLOWING ARTICLES OF INCORPORATION FOR THE PURPOSE OF ORGANIZING A BUSINESS CORPORATION.

**ARTICLE I. NAME**

THE NAME OF THIS CORPORATION SHALL BE :  
VICTORIA'S ANTIQUES, INC.

**ARTICLE II. COMMENCEMENT & DURATION**

THE COMMENCEMENT OF THIS CORPORATION'S EXISTENCE SHALL BE AT THE TIME OF THE FILING OF THESE ARTICLES OF INCORPORATION BY THE FLORIDA DEPARTMENT OF INCORPORATION. THIS CORPORATION'S DURATION SHALL BE PERPETUAL.

**ARTICLE III. PURPOSE**

THIS CORPORATION IS BEING ORGANIZED FOR ENGAGING IN THE TRANSACTION OF ANY AND ALL BUSINESS ACTIVITIES PERMITTED UNDER THE LAWS OF FLORIDA AND THE UNITED STATES OF AMERICA.

**ARTICLE IV. COMMON STOCK**

THE MAXIMUM NUMBER OF SHARES THIS CORPORATION IS AUTHORIZED TO ISSUE IS 100, ALL OF WHICH SHALL BE COMMON SHARES AT \$1.00 PAR VALUE. ALL COMMON SHARES SHALL BE IDENTICAL WITH EACH OTHER IN EVERY RESPECT AND THE HOLDERS THEREOF SHALL BE ENTITLED TO ONE VOTE FOR EACH SHARE ON ALL MATTERS ON WHICH SHAREHOLDERS HAVE THE RIGHT TO VOTE.

#### **ARTICLE V. PREEMPTIVE RIGHTS**

EVERY SHAREHOLDER, UPON THE CASH SALE BY THIS CORPORATION OF ANY SHARES OF STOCK OF THE SAME KIND, CLASS, OR SERIES AS THAT OF THE SHAREHOLDER, SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE A PRO RATA SHARE THEREOF ( AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES ) AT THE PRICE AT WHICH SUCH SHARES ARE OFFERED TO OTHERS.

#### **ARTICLE VI. INITIAL BOARD OF DIRECTORS**

THE NUMBER OF DIRECTORS ON THIS CORPORATION'S INITIAL BOARD OF DIRECTORS SHALL BE : 1 (ONE). THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME, AS PROVIDED IN THIS CORPORATION'S BYLAWS, BUT SHALL NEVER BE LESS THAN ONE.

THE NAME AND ADDRESS OF EACH INDIVIDUAL WHO SHALL SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS ARE :

**M. COLLETTE SCHEPPMAN; 5814 S.W. 1 COURT, CAPE CORAL, FLORIDA 33914**

#### **ARTICLE VII. INDEMNIFICATION**

THIS CORPORATION SHALL RESERVE THE RIGHT TO INDEMNIFY ANY OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, AND ANY FORMER OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, TO THE FULL EXTENT PERMITTED BY LAW.

#### **ARTICLE VIII. PRINCIPAL OFFICE & INITIAL REGISTERED AGENT**

THE ADDRESS OF THIS CORPORATION'S PRINCIPAL OFFICE SHALL BE :

**5814 S.W. 1 COURT, CAPE CORAL, FLORIDA 33914**

THE NAME OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INITIAL REGISTERED AGENT AT THAT ADDRESS SHALL BE :

**M. COLLETTE SCHEPPMAN**

**ARTICLE IX. INCORPORATOR**

THE NAME AND ADDRESS OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INCORPORATOR IS:

M. COLLETTE SCHEPPMAN; 5814 S.W. 1 COURT, CAPE CORAL, FLORIDA 33914

**ARTICLE X. AMENDMENT**

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENTS HERETO. ANY RIGHTS CONFERRED UPON THE SHAREHOLDER SHALL BE SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 22 DAY OF JANUARY, 1996.

  
INCORPORATOR - M. COLLETTE SCHEPPMAN

I HEREBY ACCEPT MY DESIGNATION AS RESIDENT AGENT AND AGREE TO SERVE AS THE RESIDENT AGENT OF VICTORIA'S ANTIQUES, INC.. I HEREBY STATE THAT I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR VICTORIA'S ANTIQUES, INC.

  
REGISTERED AGENT - M. COLLETTE SCHEPPMAN

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