LAKE WORTH FLEA MARKET, INC. 7701 SALEM LANE PARK LAND, FL 33067

SECRETARY OF STATE DIVISION OF CORPORATION P.O. BOX 6327 TALLAHASSEE, FL 32314

Dear sir or madam:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fee, Certified Copy of Articles of Incorporation, and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

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Young Lai Yoo

LAKE WORTH FLEA MARKET, INC.

President

Enclosures

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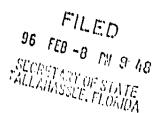
SECRETARY OF STATE
TALLAIMSSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

LAKE WORH FLEA MARKET, INC.



ARTICLE I

CORPORATE NAME

The name of this corporation is LAKE WORTH FLEA MARKET, INC.

ARTICLE II

PURPOSE

This corporation is organized for the purpose of engaging in any activities of business permitted under the laws of the United States and the State of Florida.

ARTICLE III

DURATION

This corporation shall exist perpetually unless dissolved according to Florida laws.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue seven five hundred shares (7,500) of one dollar (\$1.00) par value Common Stock which shall be designated "Common Shares".

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share therof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By Laws, but never be less than one (1). The name and address of the initial directors are:

NAME

ADDRESS

Young Lai Yoo

7701 Salem Lane Park Lane, FL 33067

ARTICLE VII

INCORPORATORS

The name and address of each person signing these Articles are:

NAME

ADDRESS

Young Lai Yoo

7701 Salem Lane Park Lane, FL 33067

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders

is subject to reservation.

ARTICLES X

REGISTERED OFFICE AND AGENT

The name and address of the initial registered and principal office of this corporation is:

NAME

ADDRESS

Young Lai Yoo

7701 Salom Lane Park Lane, FL 33067

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 2/5f day of TAO, 1996.

Subscriber, Young Lai You

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

OI.

LAKE WORTH FLEA MARKET, INC.

SERVED PROPERTY OF AS

Pursuant to Florida Statute Sections 48.091 and 607.034, the following is submitted.

The above corporation, desiring to organize under the laws of State of Florida which its registered office as indicated in the Articles of Incorporation has named Young Lai Yoo, located at 7701 Salem Lane, City of Park Land, State of Florida, as its agent to accept service of process within Florida.

Young Lai Yoo

President

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisitions of all statutes relative to the proper performance of my duties.

Young Lai You

Registered Agent