

**H. JAMES "BO" BRETT
ROBERT J. REYNOLDS
ATTORNEYS AT LAW**

DUNNELLON OFFICE
20093 EAST PENNSYLVANIA AVE.
POST OFFICE DRAWER 2480
DUNNELLON, FLORIDA 34430
PHONE: (352) 400-0200
FAX: (352) 400-0702

OF COUNSEL:
JOSEPH E. NEDECHAL
JAMES M. MAGEE

OCALA OFFICE
KINGSLAND PLAZA - UNIT #0
1010 S. W. STATE ROAD 200
OCALA, FLORIDA 34401
PHONE: (352) 854-4011
FAX: (352) 854-7210

REPLY TO: Dunnellon Office

March 13, 1996

Secretary of State
Corporation Division
Post Office Box 6324
Tallahassee, Florida 32314

RE: BETHEL FURNITURE AND COLLECTIBLES, INC.

900001745159
-03/15/96--01096--006
****122.50 ****122.50

Gentlemen:

Enclosed herewith are the executed original and one (1) copy of the Articles of Incorporation for the above-referenced corporation.

I have also enclosed my trustee check number 5590 made payable to the Secretary of State in the amount of \$122.50 to cover the costs of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	35.00
TOTAL	\$ 122.50

Please return the certified copy to my office.

Thank you for your kind cooperation.

Very truly yours,

Robert J. Reynolds /JRP
Robert J. Reynolds

Enclosures

FILED
96 MAR 15 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BETHEL FURNITURE AND COLLECTIBLES, INC.

FILED
96 MAR 15 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a Corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

Article I - Name

The name of the corporation is:

BETHEL FURNITURE AND COLLECTIBLES, INC.

Article II - Location and Mailing Address

The primary location of the corporate office and its mailing address is:

2423 Rock Crusher Road
Homosassa, Florida 34447

Article III - Purpose

The general purpose for which the Corporation is organized is to include the transaction of any and all lawful business for which Corporations may be incorporated under the Florida General Corporation Act, the laws of the State of Florida or of the United States of America.

Article IV - Duration

The duration of the Corporation is to be perpetual. The date and time of the corporate existence shall be when these Articles of Incorporation are filed with the Secretary of State's office.

Article V - Capital Stock

This Corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 2423 Rock Crusher Road, Homosassa, Florida 34447, and the name of the initial registered agent of this Corporation at that office is GARY K. HILLE.

Article VII - Initial Board of Directors

This Corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one and not more than five. The names and addresses of the initial Directors of this Corporation are as follows:

GARY K. HILLE
2423 Rock Crusher Road
Homosassa, Florida 34447

JOYCE S. HILLE
2423 Rock Crusher Road
Homosassa, Florida 34447

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is:

JOYCE S. HILLE
2423 Rock Crusher Road
Homosassa, Florida 34447

Article IX - Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11 day of March, 1996.


JOYCE S. HILLE

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 11 DAY OF March, 1996.


GARY K. HILLE

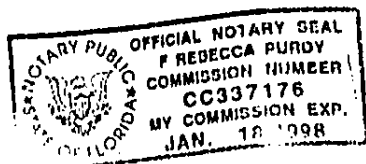
STATE OF FLORIDA

COUNTY OF MARION

BEFORE ME, a Notary Public authorized in the State and County set forth above, personally appeared JOYCE S. HILLE, known to me and known by me to be the person who produced Florida Driver's License as identification, who as Incorporator, executed the foregoing Articles of Incorporation of BETHEL FURNITURE AND COLLECTIBLES, INC., and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 11th day of March, 1996.

(SEAL)



Rebecca Purdy
NOTARY PUBLIC

My Commission Expires: