

P96000034296

TELEPHONE (407) 905-7677  
TELEFAX (407) 905-7676

BOCA CORPORATE CENTER  
2101 CORPORATE BOULEVARD  
SUITE 215  
BOCA RATON, FLORIDA 33431

MEMBER OF  
FL AND NJ BARI

April 15, 1996

State of Florida  
Department of State  
Corporate Division  
P. O. Box 6327  
Tallahassee, Florida 32314

RECEIVED  
APR 15, 1996

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-04/17/96--01053--005  
\*\*\*\*122.50 \*\*\*\*122.50

In Re: Antiques Warehouse, Inc.

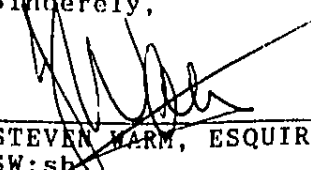
Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above for-profit Incorporation. Please file the original in your offices, certify and return to us one certified copy.

We are enclosing our check in the amount of \$ 122.50 covering:

\$ 35.00 filing fee  
\$ 35.00 registered agent fee  
\$ 52.50 certified copy

Sincerely,

  
STEVEN WARM, ESQUIRE  
SW:sh

Enclosures

66 APR 17 4:11:53  
FBI

ARTICLES OF INCORPORATION  
OF  
ANTIQUES WAREHOUSE, INC.

25 APR 17 1996

FILED  
CLERK OF COURT  
JACKSONVILLE, FLORIDA

ARTICLE ONE

NAME OF CORPORATION

The name of the corporation is ANTIQUES WAREHOUSE, INC.

ARTICLE TWO

DURATION

EFFECTIVE DATE  
April 15, 1996

This corporation shall have perpetual existence commencing on the effective date of these Articles which shall be the date of execution hereof as provided below.

ARTICLE THREE

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as same now exists or as it may hereafter be amended.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of (\$0.01) par value common stock which shall be designated as "Common Shares".

ARTICLE FIVE  
PREEMPTIVE RIGHT

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

ARTICLE SIX  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Boca Corporate Center, 2101 Corporate Boulevard, Suite 215, Boca Raton, Florida, 33431 and the initial registered agent of this corporation at that address is STEVEN WARM, ESQUIRE, The corporation's principal business address shall be 3118 D Spanish Wells Drive, Delray Beach, Florida 33445.

ARTICLE SEVEN  
INITIAL BOARD OF DIRECTORS

The corporation shall have one Director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of the corporation are as follows:

Peter Knight  
3118 D Spanish Wells Drive  
Delray Beach, Florida 33445

## ARTICLE EIGHT

### INCORPORATORS

The name and address of the Incorporator signing these articles is

STEVEN WARM, ESQUIRE	Boca Corporate Center
	2101 Corporate Boulevard
	Suite 215
	Boca Raton, Florida 33431

The Incorporator, STEVEN WARM, ESQUIRE, is an attorney at law and has formed the corporation on behalf of the real party or parties in interest. Upon payment of his fees and indemnification for any acts taken other than by him in connection with the corporation, said Incorporator shall transfer to the real party or parties in interest or their nominees all rights in and to the corporation.

## ARTICLE NINE

### INDEMNIFICATION

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

## ARTICLE TEN

### AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

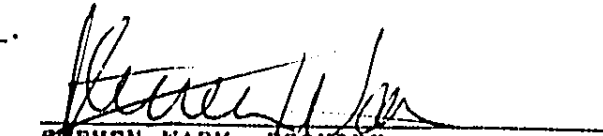
ARTICLE ELEVEN

EFFECTIVE DATE

It is intended that these Articles shall be submitted for recording forthwith and, pursuant to law, shall be deemed effective as of the date of execution hereof.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 15th day of

April, 1996.

  
STEVEN WARM, ESQUIRE  
Incorporator

I HEREBY ACKNOWLEDGE THAT I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES OF REGISTERED AGENT FOR THE WITHIN CORPORATION.

  
STEVEN WARM, REGISTERED AGENT