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FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

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CAROLINE'S ANTIQUES, INC.

ARTICLE I

NAME: The name of this Corporation is CAROLINE'S ANTIQUES, INC., and its address is 330 Lake Dora Road, Mount Dora, Florida 32757.

ARTICLE II

DURATION: This Corporation shall exist perpetually.

ARTICLE III

PURPOSE: The purpose is to engage in any activities or business permitted in the laws of the United States and Florida.

ARFICLE IV

CAPITAL STOCK: The Corporation shall have the authority to issue ONE THOUSAND (1,000) shares, all of one class, FIVE DOLLAR (\$5.00) par value.

ARTICLE V

PREEMPTIVE RIGHTS: Every shaleholder upon the sale for cash of any new stock of this corporation of the same kind, class and 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 price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office and Resident Agent of this Corporation is 330 Lake Dora Road, Mount Dora, Florida 32757, and the name of the initial Registered Agent and Resident Agent of this Corporation at that address is CAROL A. CIENER.

ARTICLE VII

INITIAL BOARD OF DIRECTORS: This Corporation shall have one Director. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one. The name and address of the initial Director of this Corporation is:

> Carol A. Ciener 330 Lake Dora Road Mount Dora, Florida 32757

ARTICLE VIII

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

> Carol A. Ciener 330 Lake Dora Road Mount Dora, Florida 32757

ARTICLE IX

POWER TO AMEND BYLAWS: The Bylaws can only be amended by a fifty-one (51%) percent majority vote of the outstanding shares.

Carol a. CIENER

STATE OF FLORIDA COUNTY OF LAKE

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this 3 day of 2. The foregoing instrument was acknowledged before me

who is personally known to me and did not take an oath.

who has produced 88 identification and did take an oath stating she was indeed the person set forth herein.

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OFFICIAL NOTARY SEAL FORENT F VASON JR NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC235766 MY COMMISSION EXP. NOV. 12,3595

NOTARY PUBLIC-(Type or Print Notary Name) Serial No., if any

My Commission Expires:

ACCEPTANCE OF REGISTERED AND RESIDENT AGENT

I, CAROL A. CIENER, hereby accept the position of Registered and Resident Agent for CAROLINE'S ANTIQUES, INC.

1 A.A. G in

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CIENER