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FRED CHALKER
771 APPLBY STREET
BOCA RATON, FL. 33487

(561) 997-8339

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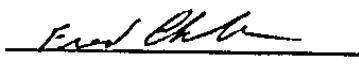
JULY 2, 1996

DEPARTMENT OF STATE
CORPORATE RECORDS/
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FL. 32314

DEAR SECRETARY OF STATE:

ENCLOSED FIND ONE ORIGINAL AND A COPY OF THE ARTICLES OF INCORPORATION OF REDEEMED TREASURES, INC. ALSO FIND ENCLOSED A CHECK MADE PAYABLE TO THE SECRETARY OF STATE IN THE AMOUNT OF \$122.50 WHICH INCLUDES THE STATUTORY FILING FEE. YOUR ASSISTANCE IN ESTABLISHING THE CORPORATION TO BE KNOWN AS REDEEMED TREASURES, INC. IS APPRECIATED.

RESPECTFULLY SUBMITTED,

X


FILED
96 JUL 24 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
REDEEMED TREASURES, INC.**

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95 JUL 24 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

THE NAME OF THE CORPORATION IS REDEEMED TREASURES, INC.

ARTICLE TWO

THE PERIOD OF DURATION IS PERPETUAL.

ARTICLE THREE

THE PURPOSE OF THE CORPORATION IS ORGANIZED IS THE TRANSACTION OF ANY OR ALL LAWFUL BUSINESS FOR WHICH A CORPORATION MAY BE INCORPORATED UNDER THE FLORIDA CORPORATIONS ACT.

ARTICLE FOUR

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION SHALL HAVE AUTHORITY TO ISSUE IS 600 SHARES OF THE PAR VALUE OF \$100.00 EACH.

ARTICLE FIVE

THE CORPORATION WILL NOT COMMENCE BUSINESS UNTIL IT HAS RECEIVED FOR THE ISSUANCE OF SHARES CONSIDERATION OF THE VALUE OF \$1000.00 CONSISTING OF MONEY, LABOR DONE OR PROPERTY RECEIVED.

ARTICLE SIX

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT, PRINCIPAL MAILING ADDRESS AND OFFICE OF THE CORPORATION ARE:

FRED CHALKER
771 APPLEBY STREET
BOCA RATON, FL. 33487

ARTICLE SEVEN

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS IS ONE AND THE NAMES AND ADDRESSES OF THE PERSON OR PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF THE SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFIED ARE:

NAME

MAILING ADDRESS

FRED CHALKER

771 APPLEBY STREET
BOCA RATON, FL. 33487

REDEEMED TREASURES, INC.
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ARTICLE EIGHT

THE BOARD OF DIRECTORS IS EMPOWERED TO MAKE, ALTER OR REPEAL THE BYLAWS OF THE CORPORATION WITHOUT RESTRICTION OF THEIR POWERS CONFERRED BY STATUTE.

ARTICLE NINE

THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

NAME	MAILING ADDRESS
FRED CHALKER	771 APPLEBY STREET BOCA RATON, FL. 33487

ARTICLE TEN

THE POWERS OF THE INCORPORATORS CEASE UPON FILING OF THE ARTICLES OF INCORPORATION.

THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS
20 DAY OF JULY, 1996.



INCORPORATOR - FRED CHALKER

REDEEMED TREASURES, INC.
STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

FILED
96 JUL 24 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT OF REDEEMED TREASURES, INC. AT THE INITIAL REGISTERED ADDRESS OF 771 APPLEBY STREET, BOCA RATON, FL. 33407. I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF SECTION 607.325 F.S.



FRED CHALKER

7/20/96

DATE