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STEVENS LEGAL SERVICES
362 W. STORY RD.
OCOE, FL 34761
407-877-2545
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July 29, 1996

Secretary of State
Corporate Division
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32301

500001910795
-08/01/96--01059--010
****122.50 ****122.50

Re: JOSEPHINES ANTIQUES & COLLECTABLES, INC.

Gentlemen:

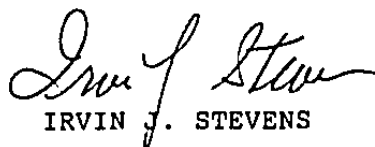
Enclosed are an original and a copy of the Articles Of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is my company check for the sum of \$122.50, covering the fees and charges for the items listed below, as indicated:

1. Articles Of Incorporation filing fee, \$35.00
2. Certified copy of Articles Of Incorporation, \$52.50
3. Registered Agent Designation Filing Fee, \$35.00

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely,


IRVIN J. STEVENS

IJS/ijs

Enclosures

AUG 2 1996

BSB

FILED
96 AUG -1 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JOSEPHINES ANTIQUES & COLLECTIBLES, INC.

FILED

96 AUG -1 AM 0:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be JOSEPHINES ANTIQUES & COLLECTIBLES, INC..

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the SECRETARY OF STATE, DIVISION OF CORPORATION, FLORIDA. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of RETAIL SALES OF ANTIQUES/COLLECTIBLES, AND GIFTS engaging in the transaction of any and all business activities permitted under the laws of FLORIDA and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered

Articles Of Incorporation Of JOSEPHINES ANTIQUES & COLLECTIBLES, INC.

office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be TWO. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

PRESIDENT: HAROLD C. SINGLETARY
3003 SHERRINGHAM RD.
ORLANDO, FL 32808

VICE-PRESIDENT: PATRICIA QUEENE
3003 SHERRINGHAM RD.
ORLANDO, FL 32808

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

Articles Of Incorporation Of JOSEPHINES ANTIQUES & COLLECTIBLES, INC.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

3003 SHERRINGHAM RD.
ORLANDO, FL 32808.

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

PATRICIA QUEENE

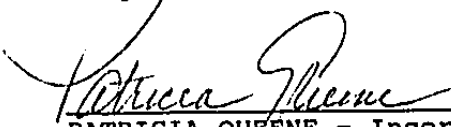
ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

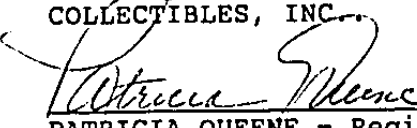
PATRICIA QUEENE
3003 SHERRINGHAM RD,
ORLANDO, FL 32808.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


PATRICIA QUEENE - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of JOSEPHINES ANTIQUES & COLLECTIBLES, INC.. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for JOSEPHINES ANTIQUES & COLLECTIBLES, INC.


PATRICIA QUEENE - Registered Agent

State Of FLORIDA
County Of ORANGE

Articles Of Incorporation Of JOSEPHINES ANTIQUES & COLLECTIBLES, INC.

On JULY 29, 1996, PATRICIA QUEENE designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of JOSEPHINES ANTIQUES & COLLECTIBLES, INC..

Irvin J. Stevens
Notary Public



IRVIN J. STEVENS
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

Articles Of Incorporation Of JOSEPHINES ANTIQUES & COLLECTIBLES,
INC.