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ARTICLES OF INCORPORATION OF COLONIAL TIME ANTIQUES, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the creating a corporation under the laws of the State of Fiorida.

The name of this corporation shall be Colonial Time Antiques, Inc. and the initial address of this corporation shall be 1393 SW 1 ST, Miaml, Fla 33135.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida and under the laws of the United States of America.

ARTICLE III

The capital stock authorized, the par value of thereof, and the characteristics of such stock shall be as follows:

Number of share Par Value Per Share Class of Stock
Authorized
100 No Par Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filling of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according the law.

The initial register office of this corporation shall be at 1393 SW 1 ST, Miami, Fla 33135 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at the address shall be Roberto Saladrigas.

Prepared by: Roberto Saladrigas 1393 S.W. 1st St. Miami, Fl 33135 (305) 842-6889

ARTICLE VI

This corporation shall have a least One director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the directors & Officers of the corporation who shall hold office for the first year or until their successor are duly executed and qualified shall be:

Director

Title

Roberto Saladrigas 1393 SW 1 ST Miami, Fla 33135 **President**

ARTICLE VIII

The name and address of the incorporator is Roberto Saladrigas 1393 SW 1 ST, Miami, Fla 331735

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in, or are directors of officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be peculiarly or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer or such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the incorporators herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto sign my name on this 3rd day of August 1996.

Roberto Saladrices

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT WHOM PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is submitted:

First, That Colonial Time Antiques, Inc., desiring to organize under the laws of the state of Florida, has named Roberto Saladrigas, Mlami, Fla 33135. County of Dade, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.323 F. S.

Roberto Saladrigas, Registered Agent Dated This 3rd day of August, 1996

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FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

8:53 AM

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TO: DIVISION OF CORPORATIONS

FAX #1 (984)982-4888

FROM: FAS-T CORP. AGENTS, INC. CONTACT: LIDIA FERNANDEZ

ACCT#1 071001002335

PHONE: (305)599-0839

FAX #: (305)716~0346

NAME: COLONIAL TIME ANTIQUES, INC. AUDIT NUMBER..... H96000015321

DOC TYPE..... BASIC AMENDMENT

CERT. OF STATUS. . @

PAGES..... DEL.METHOD.. FAX

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ARTICLES ()F AMENDMENT TO ARTICLES OF INCORPORATION OF Colonial Time Antiques, Inc.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST:

Amendment adopted:

THE NEW PRESIDENT, AND SOLE DIRECTOR SHALL BE:

Maribel Mendez 12301 SW 137 CT Mlami, Fla 33186 96 OCT 31 SECRETARY TALLAHASSE

THE NEW SECRETARY, TREASURER SHALL BE:

Maribel Mendez 12301 SW 137 CT Miami, Fla 33186 Y OF STATE FE. FLORID

-FINIS-

SECOND:

If and amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

NONE

THIRD:

The date of each amendment's adoption: October 29, 1996

Prepared by: Maribel Mendez

12301 S.W. 137th Ct. Miami, Fl 33186 (305) 842-5698 FOURTH:

The amendment was approved by the shareholders. The number

of votes cast for the amendment was sufficient for approval.

Signed this day 29 of October, 1996

Signature

By: Maribel Mendez, Pre. Director

Prepared By:

Meribel Mondez 12301 SW 137 CT Miami, Fia 33186 (305) 842-5698

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FLORIDA DIVISION OF COMPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER BHEET

1:58 PM

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DIVISION OF CORPORATIONS TOL

PAX #: (984)922-4888

FROM: FAB-T CORP. AGENTS, INC. CONTACT: LIDIA FERNANDEZ ACCT#: 071001002335

PHONE: (395)579-9839

FAX #1 (305)716-0346

NAME: COLONIAL TIME ANTIQUES, INC. AUDIT NUMBER..... H96000015602 DOC TYPE..... BASIC AMENDMENT

CERT. OF STATUS...

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H96000015602

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF Colonial Time Antiques, Inc.



Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST:

Amendment adopted:

THE NEW PRESIDENT, SECRETARY, TREASURER, AND SOLE **DIRECTOR SHALL BE:**

Hector De La Rosa

-FINIS-

SECOND:

if and amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the

amendment if not contained in the amendment itself, are as

follows:

NONE

THIRD:

The date of each amendment's adoption: November 5, 1995

FOURTH:

The amendment was approved by the shareholders. The number

of votes cast for the amendment was sufficient for approval.

Signed this day 5 of November, 1996.

e <u>Hestor De La Rosa, Pres. Sec/Treas., Director</u>

Prepared by: Hector De La Rosa

12301 SW 137 Ct Miami, Fla 33186

Tel 842-5698