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Thomas T. Coon, Jr.
ATTORNEY AT LAW

THE ADVOCATE BUILDING
315 SOUTHEAST 7TH STREET
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FORT LAUDERDALE, FLORIDA 33301

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December 4, 1996

Secretary of State
Division of Corporations
409 East Gaines
Tallahassee, Florida 32399

600002021126--8
-12/05/96--01065--014
****122.50 ****122.50

Re: COURTYARD ANTIQUES, INC.

EFFECTIVE DATE

12-4-96

To Whom It May Concern:

Enclosed herewith please find my check to your order in the amount of \$122.50 as payment for filing fees and taxes in the following amounts in connection with the incorporation of the above-captioned corporation.

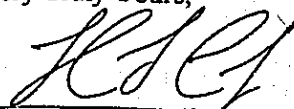
| | |
|---------------------|----------------|
| Filing Fees: | \$35.00 |
| Register Agent Fee: | \$35.00 |
| Certified Copy: | <u>\$52.50</u> |
| TOTAL | \$122.50 |

FILED
56 DEC -5 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I have also enclosed the original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent of the above-captioned corporation. Please file the original and certify the copy and return it to my office.

Please note that the date for the beginning of corporate existence is December 4, 1996. If this presents a problem, please let me know.

Very Truly Yours,


Thomas T. Coon, Jr.

Enc.TTC

12/19/96

ARTICLES OF INCORPORATION
OF
COURTYARD ANTIQUES, INC.

FILED

96 DEC -5 AM 11:55

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person competent to contract, forms a corporation for profit under the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of this corporation is:
COURTYARD ANTIQUES, INC.

EFFECTIVE DATE

12-4-96

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The number of shares of authorized capital stock in this corporation shall be 10,000 shares of common stock with a par value of 10 cents.

The capital stock may be paid for in property, labor, services, or cash, at a just valuation to be fixed by the stockholders. All of such shall be fully paid and nonassessable.

ARTICLE IV TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 315 S. E. 7th Street, First Floor, Fort Lauderdale, FL 33301 and the initial registered agent at that address is THOMAS T. COON, JR., ESQ..

ARTICLE VI DIRECTORS(S)

This corporation shall have three (3) director(s) initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws.

ARTICLE VII INITIAL DIRECTOR(S)

The name(s) and address(es) of the member(s) of the first Board of Directors is (are):

ALLAN REECER, ROGER BOWERS and JUDITH WEILAND COON
520 West Broward Boulevard
Suite B
Fort Lauderdale, Florida 33301

ARTICLE VIII PRINCIPAL OFFICE

The address of the principle office is:

520 West Broward Boulevard, Suite B, Fort Lauderdale, FL
33301.

ARTICLE IX SUBSCRIBER(S)

The name and address of the subscriber(s) to these
Articles of Incorporation is (are):

THOMAS T. COON, JR., ESQ.
315 S. E. 7th Street, First Floor
Fort Lauderdale, FL 33301.

ARTICLE X CUMULATIVE VOTING

Cumulative voting may be permitted by the terms of the By-
Laws.

ARTICLE XI INDEBTEDNESS

The highest amount of indebtedness or liability to which this
Corporation may at any time subject itself is unlimited.

ARTICLE XII INDEMNIFICATION OF OFFICERS AND DIRECTORS

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

ARTICLE XIII BEGINNING OF CORPORATE EXISTENCE


The corporation existence of this Corporation shall commence
at 8:00 A.M. on December 4 , 1996.

ARTICLE XIV MAILING ADDRESS OF CORPORATION

The mailing address of the corporation shall be:

520 West Broward Boulevard, Suite B, Fort Lauderdale, FL
33301.

IN WITNESS WHEREOF, the undersigned subscriber(s) has/have
executed these Articles of Incorporation this 4th day of
DECEMBER, 1996.

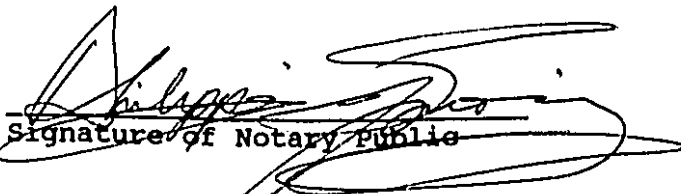


THOMAS T. COON, JR., ESQ.

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

I HEREBY CERTIFY that before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared THOMAS T. COON, JR., ESQ. (who is personally known to me) or who has produced _____ as identification and who acknowledged the foregoing instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 3rd day of December, 1996.



Signature of Notary Public

Printed name of Notary Public

My commission expires:



PHILIPPE SYMONOVICZ
COMMISSION # CC 366732
EXPIRES APR 24, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED

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

66 DEC -5 AM 11:55

CLERK OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

COURTYARD ANTIQUES, INC.

desiring to organize under the laws of the State of Florida, with its principle offices, as indicated in the Articles of Incorporation at FORT LAUDERDALE, BROWARD County, State of Florida, has named THOMAS T. COON, JR., ESQ., 315 S. E. 7th Street, First Floor, Fort Lauderdale, FL 33301, agent to accept services of process within this state.

Having been named to accept services of process for the above-stated corporation, at place designated in this Certification, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



THOMAS T. COON, JR., ESQ.
Registered Agent