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PAID 102876
December 18, 1996

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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: CONSIGNMENT COTTAGE, INC.

Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, as well as our check in the amount of \$122.50 representing the following:

| | |
|---|----------|
| Filing Fee | \$ 35.00 |
| Certificate Designating Resident Agent | 35.00 |
| Certified Copy of Articles of Incorporation | 52.50 |

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,

Carrie Fagan
Carrie Fagan, Legal Assistant
to Bruce Brashear, Esq.

Enclosures

12/20

96 DEC 18 PM 1:00
FBI

ARTICLES OF INCORPORATION
OF
CONSIGNMENT COTTAGE, INC.

FILED
96 DEC 18 PM 1:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I

Name. The name of this Corporation is CONSIGNMENT COTTAGE, INC.

Article II

Principal Office. The address of the principal office of the Corporation is 1613 S. Pine Avenue, Ocala, FL 34474.

Article III

Duration. The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

Capital Stock. This Corporation is authorized to issue 1,000 shares of \$.001 par value common stock.

Article VI

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article VII

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 1613 S. Pine Avenue, Ocala, FL 34474, and the name of the initial registered agent of this Corporation is S. Kaye Kirkpatrick.

Article VIII

Initial Board of Directors. The Corporation shall have two (2) Directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

S. Kaye Kirkpatrick
3550 S.E. 25th Avenue
Ocala, FL 34471

JoAnna Brigman
3300 S.E. 35th Ct.
Ocala, FL 34471

Article IX

Incorporator. The name and address of the person signing these Articles is S. Kaye Kirkpatrick, 3550 S.E. 25th Avenue, Ocala, FL 34471.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13th day of December, 1996.



S. KAYE KIRKPATRICK
Incorporator

STATE OF FLORIDA
COUNTY OF Marion

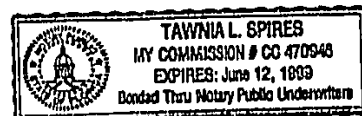
The foregoing instrument was acknowledged before me this 13th day of December, 1996, by S. KAYE KIRKPATRICK who is personally known to me or who has produced Florida Driver License _____ as identification, and who says that she is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

DATED this 13th day of December, 1996.

(SEAL)

Tawnia L. Spires
Notary Public

TAWNIA L. SPIRES
Printed Name
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of CONSIGNMENT COTTAGE, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 13th day of December, 1996.



S. KAYE KIRKPATRICK
Registered Agent

FILED
96 DEC 18 PM 1:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA