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TO: DIVISION OF CORPORATIONS

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FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: SECOND HAND TREASURES, INC.

AUDIT NUMBER.....H97000002970

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION
OF
SECOND HAND TREASURES, INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is **SECOND HAND TREASURES, INC.**, hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of Corporation is **4312 DIAMOND TERRACE, WESTON, FLORIDA 33331**.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration

JEANNETTE ANDREWS, ESQ.
6255 N. W. SEVENTH AVENUE
MIAMI, FL 33150
(305) 751-8834
BAR #: 0075124

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as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office 4312 DIAMOND TERRACE, WESTON, FLORIDA 33331, and the registered agents at that office is THOMAS PIZ.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

**ARIADNA M. EVANS
4312 DIAMOND TERRACE
WESTON, FLORIDA 33331**

**THOMAS PIZ
4312 DIAMOND TERRACE
WESTON, FLORIDA 33331**

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ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

THOMAS PIZ
4312 DIAMOND TERRACE
WESTON, FLORIDA 33331

IN WITNESS WHEREOF, I, **THOMAS PIZ**, the undersigned incorporators, have signed these Articles of Incorporation on this 19th day of February, 1997, and acknowledged the same to be my act.



THOMAS PIZ

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19th day of February, 1997 by **THOMAS PIZ**, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a **FLORIDA DRIVER'S LICENSE** as identification.

NOTARY PUBLIC:

SIGN: Stanley B. LewisPRINT: Stanley B. Lewis
STATE OF FLORIDA AT LARGE

STANLEY B. LEWIS
My Commission 00407789
Expires Sep. 18, 1998
Bonded by HAI
800-422-1556

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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That **SECOND HAND TREASURES, INC.**, desiring to organize under the laws of the State of Florida with its principal office **4312 DIAMOND TERRACE**, as indicated in the Articles of Incorporation at City of **WESTON**, County of **BROWARD**, State of Florida, has named **THOMAS PIZ**, at **4312 DIAMOND TERRACE**, in the City of **WESTON**, County of **BROWARD**, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY: **THOMAS PIZ**DATE: 2/19/97

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