

MARY C. SORRELL

Professional Association
Attorney and Counselor at Law

Order of The Coif

GENERAL CIVIL LITIGATION
BUSINESS, CORPORATE AND REAL ESTATE

March 6 1997

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
George Firestone Building
409 E. Gaines Street
Tallahassee, FL 32399

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-03/06/97--01046--008
****183.75 ****183.75

Re: Articles of Incorporation for
Alexandra's Antique Gallery, Inc.

Dear Sir or Madam:

Please find enclosed for filing Articles of Incorporation and Appointment of Registered Agent for Corporation Acceptance of Appointment for Alexandra's Antique Gallery, Inc., together with our check in the amount of \$183.75 in payment of the following fees:

Filing Fee and Registration
of Designation of Registered
Agent:
Certified Copy:
Extra Certified Copy:
Certificate of Good Standing:

\$ 70.00
52.50
52.50
8.75
\$183.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

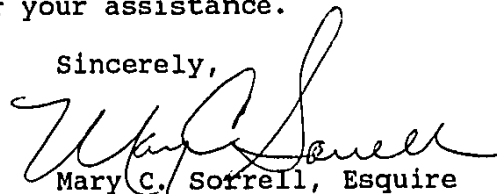
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Please return the requested documents in the enclosed, completed Federal Express envelope.

Thanking you in advance for your assistance.

Sincerely,


Mary C. Sorrell, Esquire

MCS/tjw
Enclosures

ARTICLES OF INCORPORATION
OF
ALEXANDRA'S ANTIQUE GALLERY, INC.

ARTICLE I

NAME

The name of this corporation is Alexandra's Antique Gallery,
Inc.

ARTICLE II

EXISTENCE

This corporation is to exist in perpetuity.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in
and transacting any and all lawful business permitted under the
laws of the State of Florida or any other state and of the United
States.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which this corporation is
authorized to issue is three hundred (300). Such shares shall be
of a single class, and shall be without par value.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

All issued and outstanding shares of the corporation shall be subject to restrictions on their transferability by agreement among the holders of such shares. A copy of such agreement shall be kept on file with the Secretary of the corporation, and will be subject to inspection by shareholders of record and bona fide creditors of the corporation during business hours.

Each share certificate issued by the corporation shall have printed or stamped on it the following:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of said Articles is on file at the principal office of the corporation".

In the event any shareholder decides to sell or transfer his or her shares of the corporation, he or she must, pursuant to the above-referenced agreement, first offer said shares to the remaining shareholders, it being the intention that the remaining shareholders be given a preference as to their purchase and/or ownership. Any attempt to sell in violation of this provision, or in violation to the above-referenced agreement, is null and void.

Upon the death of any shareholder, the remaining shareholders shall have the right, pursuant to the above-referenced agreement, to purchase all shares owned by the deceased shareholder immediately prior to his or her death. Said agreement shall dictate the rights of the deceased shareholder's executor, administrator or personal representative if said shareholders fail to purchase said shares.

ARTICLE V

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by amendment to the By-Laws, but in no event shall the number of the Directors be reduced below one (1). The names and address of the initial Directors and place of business of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Jane Kimball	320 Broughton Street Savannah, GA 31401
Chris Hionides	2275 Atlantic Boulevard Neptune Beach, FL 32266

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal office of the corporation in the State of Florida is 2275 Atlantic Boulevard, Neptune Beach, Florida 32266.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 2275 Atlantic Boulevard, Neptune Beach, FL 32266, and the name of the initial registered agent of this corporation at that address is Mary C. Sorrell, Esquire. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

ADDRESS

Mary C. Sorrell, Esquire

2275 Atlantic Boulevard
Neptune Beach, FL 32266

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set her hand and affixed his seal, this the 5th day of March 1997.

Mary C. Sorrell (SEAL)

STATE OF FLORIDA)

COUNTY OF DUVAL)

BEFORE ME personally appeared Mary C. Sorrell, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation of Alexandra's Antique Gallery, Inc. and acknowledged before me that she signed such Articles of Incorporation for the uses and purposes therein set forth.

WITNESS my hand and official seal at Neptune Beach, Duval County, Florida, this 5th day of March, 1997.

Tera Whitmore

Notary Public, State of Florida

My Commission Expires: 5/21/99



"OFFICIAL SEAL"
Tera Whitmore
My Commission Expires 5/21/99
Commission #CC 465773

APPOINTMENT OF REGISTERED AGENT FOR CORPORATION

ACCEPTANCE OF APPOINTMENT

TO: Department of State
Tallahassee, Florida 32304

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:

1. Alexandra's Antique Gallery, Inc. with its registered office at 2275 Atlantic Boulevard, Neptune Beach, Florida 32266, has named MARY C. SORRELL, ESQUIRE, located at 2275 Atlantic Boulevard, Neptune Beach, Florida 32266, as its agent service of process within the State.

DATED this 5th day of March, 1997.

ALEXANDRA'S ANTIQUE GALLERY, INC.

By: Chris Hionides
Chris Hionides, Vice-President

Having been named to accept service of process for the above-stated Corporation, at the place designated in the Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 of the Florida General Corporation Act.

Dated this 5th day of March, 1997.

Mary C. Sorrell
Mary C. Sorrell, Esquire
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA