

March 19, 1997

Florida Dept. of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32301

Subj: Incorporation of CERENA'S COLLECTIBLES & THRIFT, Inc.

Dear Sir:

500002122105--1

-03/24/97--01150--008

****122.50 ****122.50

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.

2. My check in the amount of \$122.50 to cover the filing fees.

3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. Hwy. 1A1A, Satellite Beach, Florida 32937.

Thank you for your assistance in this matter.

Sincerely,

Cecelia Jean Beltrone

Cecelia Jean Beltrone

97 MAR 24 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

[Signature]
3/27

ARTICLES OF INCORPORATION
OF
CERENA'S COLLECTIBLES & THRIFT, INC.

ARTICLE I. NAME

The name of this corporation is
CERENA'S COLLECTIBLES & THRIFT, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of
transacting any or all lawful business.

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 100 shares
of \$1.00 par value common stock, which shall be designated
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new
stock of this corporation of the same kind, class or series
as that which he already holds, shall have the right to
purchase his pro rata share (as nearly as may be done without
issuance of fractional shares) at the price at which it is
offered to others.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1315 West King Street, Suite A, Cocoa, Florida 32922, and the name of the initial registered agent of this corporation at that address is CECELIA JEAN BELTRONE.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

CECELIA JEAN BELTRONE
2035 Newfound Harbour Drive
Merritt Island, Florida 32952

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 1315 West King Street, Suite A, Cocoa, Florida 32922, and the mailing address of the corporation is 2035 Newfound Harbour Drive, Merritt Island, Florida 32952.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles is:

CECELIA JEAN BELTRONE
2035 Newfound Harbour Drive
Merritt Island, Florida 32952

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 19th day of March, 1997.

FL/DL B436-107-43-801-0
8/21/2001

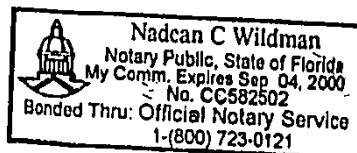
Cecelia Jean Beltrone
CECELIA JEAN BELTRONE

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared CECELIA JEAN BELTRONE to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 19th day of March, 1997.

Nadcan C. Wildman
Notary Public



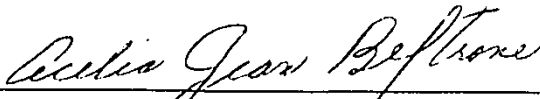
DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That CERENA'S COLLECTIBLES & THRIFT, INC., desiring to
organize under the laws of the State of Florida, with its
principal office at 1315 West King Street, Cocoa, Brevard County,
Florida 32922, has named CECELIA JEAN BELTRONE, located at
1315 West King Street, Cocoa, Brevard County, Florida 32922, as
its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.


CECELIA JEAN BELTRONE
Registered Agent

97 MAR 24 AM 11:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED