

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME

FIRM

ADDRESS

PHONE ()

Service: Top Priority Regular
One Day Service Two Day Service

To us via Return via

Matter No.: Express Mail No.

State Fee \$ Our \$

of

RE: Antiques & Things, Inc.

UCC FEE

DISBURSED

Capital Express

Art. of Inc. File

Corp. Record Search

Ind. Partnership File

Foreign Corp. File

() Cert. Copy(s)

Art. of Amend. File

Dissolution/Withdrawal

CUS

Fictitious Name File

Name Reservation

Annual Report/Restatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

400002150544-7

UCC 1 or 3 File

-04/22/97--01048--028

UCC 11 Search

****122.50 ****122.50

UCC 11 Retrieval

File No.'s, Copies

Courier Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prep.

FAX () pgs.

SUBTOTALS

FEE

DISBURSED

SURCHARGE

TAX on corporate supplies

SUBTOTAL

PREPAID

BALANCE DUE

REQUEST TAKEN CONFIRMED APPROVED

DATE

4/22/97

TIME

955

CK No.

BY

CJB

WALK-IN

Will Pick Up

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

**ARTICLES OF INCORPORATION
OF
ANTIQUES & THINGS, INC.**

FILED
97 APR 22 PM 1:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE I - NAME

The name of this corporation is Antiques & Things, Inc.

ARTICLE II - DURATION

The existence of this corporation shall commence with the filing of these articles. The term of existence of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose is to engage in any and all business activities permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares all of one class, at \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

David C. Bourgeau
600 Fifth Avenue South
Suite 207
Naples, Florida 34102

The initial street address of the principal office of the corporation in the State of Florida will be: 975 Central Avenue, Naples, Florida 34102.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws.

The name and address of the initial director of this corporation is:


Kathleen Pica
1200 Blue Point Avenue, #A-9
Naples, Florida 34102

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

David C. Bourgeau
600 Fifth Avenue South
Suite 207
Naples, Florida 34102

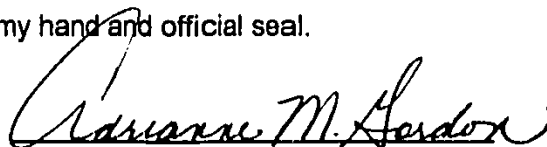
IN WITNESS WHEREOF, I have subscribed my name this 21st day of April, 1997.


David C. Bourgeau

STATE OF FLORIDA
COUNTY OF COLLIER

On this 21st day of April, 1997, before me, a Notary Public, the undersigned officer, personally appeared David C. Bourgeau, to me known to be the person whose name is subscribed to the within instrument and he acknowledged that he executed the same for the purpose contained therein.

IN WITNESS WHEREOF, I hereby set my hand and official seal.


Notary Public

My Commission Expires:



APPOINTMENT OF RESIDENT AGENT

**STATE OF FLORIDA
DEPARTMENT OF STATE**

Certificate designating place of Business or Domicile for the Service of Process within this State, naming Agent upon whom process may be served and names and addresses of the Officers and Directors.

Antiques & Things, Inc., a corporation under the laws of the State of Florida, with its principal office at 975 Central Avenue, Naples, Florida 34102, has named David C. Bourgeau, as its resident agent to accept service of process within this State.

OFFICERS

PRESIDENT	Kathleen Pica
VICE-PRESIDENT	Kathleen Pica
SECRETARY	Kathleen Pica
TREASURER	Kathleen Pica

DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Kathleen Pica	1200 Blue Point Avenue, #A-9 Naples, Florida 34102

DATED: April 21, 1997.

ACCEPTANCE

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



David C. Bourgeau

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA