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May 15, 1997

Department of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: ANCIENT CITY WOODWORKING INC.

Gentlemen:

Enclosed are the Articles of Incorporation for ANCIENT CITY WOODWORKING INC.,
and a check for \$122.50 payable to the Secretary of State.

Please send letter with Charter Number and Articles of Incorporation to me so
that I can obtain the proper federal and state identification numbers.

Thank you



Lynda S. Sanders
Certified Public Accountant

FILED
97 MAY 20 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 5/22/97

Articles of Incorporation
of
ANCIENT CITY WOODWORKING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ANCIENT CITY WOODWORKING INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or any business permitted under the laws of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding any time is ONE THOUSAND (1,000) shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin is ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - ADDRESS

The initial address of the principal place of business of this corporation in the State of Florida is 9620 Guzman Avenue, Hastings, FL 32145-4922.

ARTICLE VII - DIRECTORS

This corporation will have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws adopted by the stockholders but never be less than one (1).

ARTICLE VIII - INITIAL DIRECTOR

The name and street address of the members of the first Board of Directors, who unless otherwise provided by the Articles of Incorporation will hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified are:

Melvin Oliver

9620 Guzman Avenue
Hastings, FL 32145-4922

ARTICLE IX - SUBSCRIBERS

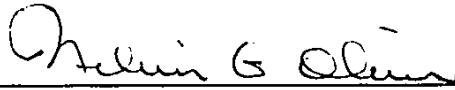
The subscribers to these Articles of Incorporation are also the initial directors whose name and address appear in Article VIII above.

ARTICLE X - AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved by them at a stockholder's meeting by the majority of the stock entitled to vote thereon, unless all directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - RESIDENT AGENT

The resident agent herein will be Melvin Oliver, 9620 Guzman Avenue, Hastings, FL 32145-4922.




MELVIN OLIVER

STATE OF FLORIDA
COUNTY OF ST. JOHNS

I hereby certify that on this day personally appeared before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, MELVIN OLIVER, to me known to be the persons described in as subscribers and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named this 15TH day of MAY 1997.


Lynda Sexton Sanders, Notary Public

IDENTIFICATION - TO ME PERSONALLY KNOWN

ACCEPTANCE OF REGISTERED AGENT:

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporations.


MELVIN OLIVER

FILED
97 MAY 20 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA