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May 27, 1997

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE  
5-28-97

RE: Articles of Incorporation  
of Heritage Fine Antiques, Inc.

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-06/02/97--01130--014  
\*\*\*\*122.50 \*\*\*\*122.50

Sir/Madam:

In regard to the above-referenced corporation, enclosed are the original and one (1) copy of the executed Articles of Incorporation for the subject corporation. Please endorse your approval of the Articles on the duplicate copy provided and return same.

A check in the amount of \$122.50 is enclosed to cover the fee for the filing of the enclosed.

If you find any problems with the enclosed documents, or require additional information, please contact the undersigned directly at the telephone number referenced in the letterhead above.

Sincerely,

Annette S. Ryan  
Legal Assistant

Enclosures  
RAW-CORP111317001\503.LTR  
5/23/97

AL JUN - 4 1997

97 JUN - 2 PM 3:23

FILED

EFFECTIVE DATE  
5-28-97

ARTICLES OF INCORPORATION OF  
HERITAGE FINE ANTIQUES, INC.

FILED  
97 JUN -2 PM 3: 23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE ONE - NAME

The name of this corporation is: Heritage Fine Antiques, Inc.

ARTICLE TWO - DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE THREE - PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE FOUR - CAPITAL STOCK

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

ARTICLE FIVE - PRINCIPAL OFFICE

The principal office of this corporation is: 115 Arden Mays, Suite #208, Plant City, Florida 33566.

ARTICLE SIX - REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office is DAVID E. HAWTHORNE, 115 Arden Mays, Suite #208, Plant City, Florida 33566.

ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are David E. Hawthorne, whose address is 115 Arden

Mays, Suite #208, Plant City, Florida 33566 and Victoria M. Hawthorne, whose address is 115 Arden Mays, Suite #208, Plant City, Florida 33566.

#### ARTICLE EIGHT - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is DAVID E. HAWTHORNE, 115 Arden Mays, Suite #208, Plant City, Florida 33566.

#### ARTICLE NINE - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE TEN - BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

#### ARTICLE ELEVEN - INFORMAL SHAREHOLDER ACTION

The holders of outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 28<sup>th</sup> day of May, 1997.

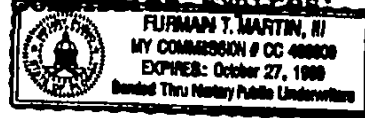
  
\_\_\_\_\_  
David E. Hawthorne, as  
Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 28<sup>th</sup> day of May, 1997, by David M. Hawthorne, who is personally known to me and who did not take an oath.


 (SEAL)  
Notary Public

My Commission Expires:



ACCEPTANCE AND ACKNOWLEDGEMENT

I hereby accept to act as registered agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Section 607.0505, Florida Statutes.

  
David M. Hawthorne, as  
Registered Agent

I:\W-CORP\11317\001\ARTICLES  
5/23/97

FILED  
97 JUN -2 PM 3:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA