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FILED



THE UNITED STATES
CORPORATION
COMPANY

97 JUL 25 PM 2:52

SECRET
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 475196 128000A

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : July 25, 1997

ORDER TIME : 11:30 AM

ORDER NO. : 475196-005

CUSTOMER NO: 128000A

CUSTOMER: Thomas E. Scott, Esq
SIEMON LARSEN & MARSH

Suite 339
433 Plaza Real
Boca Raton, FL 33432

100002247931--4

-07/25/97--01058--013

*****70.00 *****70.00

DOMESTIC FILING

NAME: HILLSBORO ANTIQUE MALL INC.

EFFECTIVE DATE:

X ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
X PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

97 JUL 25 PM 1:52
7/25/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HILLSBORO ANTIQUE MALL INC.

ARTICLE 1

NAME

The name of this Corporation is **Hillsboro Antique Mall Inc.**

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 1025 East Hillsboro Boulevard,
Deerfield Beach, Florida 33441.

ARTICLE 3

MAILING ADDRESS

The mailing address of this Corporation shall be 433 Plaza Real, Suite 339, Boca Raton,
Florida 33432.

ARTICLE 4

PURPOSES AND POWERS

This Corporation may engage in any activity or business permitted under the laws of the

United States and the State of Florida.

ARTICLE 5

CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, having a par value of ONE DOLLAR (\$1.00) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE 6

PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights and every stockholder, 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 thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE 7

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 433 Plaza Real, Suite 339, Boca Raton, Florida 33432, and the name of the initial registered agent of this Corporation at that address is Thomas E. Scott.

ARTICLE 8

INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is Thomas E. Scott, 433 Plaza Real, Suite 339, boca Raton, Florida 33432..

ARTICLE 9

CUMULATIVE VOTING


At each election for Directors, every stockholder entitled to vote at such election shall have the right to cumulate his votes by giving one (1) candidate as many votes as the number of Directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 10

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporator has executed these Articles of Incorporation this 23rd day of July, 1997.


Thomas E. Scott, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR

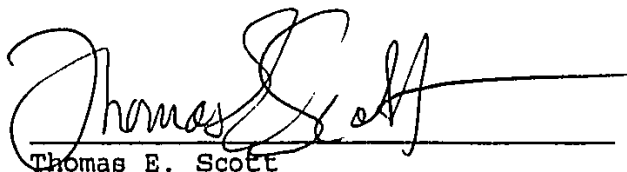
HILLSBORO ANTIQUE MALL INC.

Pursuant to Section 607.0505, Florida Statutes, the following
is submitted:

Hillsboro Antique Mall Inc. desiring to organize under the
laws of the State of Florida, with its registered office as
indicated in the Articles of Incorporation, has named Thomas E.
Scott located at 433 Plaza Real, Suite 339, City of Boca Raton,
County of Palm Beach, State of Florida, as its registered agent for
service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
above-stated Corporation, at the place designated in this Certi-
ficate, I hereby agree to act in this capacity, and I 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 as set forth in Section 607.0505, Florida
Statutes.


Thomas E. Scott