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Bradenton, FL 34206-9528

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September 19, 1997

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Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RECEIVED
9-23-97

ATTENTION: New Filings

Re: HAMILTON ROAD ANTIQUES, INC.

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Incorporation along with a Certificate of Designation for Registered Agent for the above reserved corporate name of Hamilton Road Antiques, Inc. We have also attached a check in the amount of \$122.50 which covers: (a) the incorporation filing fee; (b) designation of the registered agent fee; and (c) fee relating to the return of a certified copy of the Articles of Incorporation.

Thank you for your cooperation and assistance. If there are questions or problems, please call collect at (941) 746-6225.

Sincerely,

MACKEY & MACKEY, P.A.

Dianne Lee Hall
Dianne Lee Hall

DLH:jc
Enclosures
cc: Marilyn Schroeter
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SECRET
TALLAHASSEE, FL

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over*

ARTICLES OF INCORPORATION
OF
HAMILTON ROAD ANTIQUES, INC.

FILED
97 SEP 22 AM 11:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of Hamilton Road Antiques, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: Hamilton Road Antiques, Inc.

EFFECTIVE DATE
9-15-97

ARTICLE II. PRINCIPAL OFFICE

The address of the corporation's principal place of business and the mailing address of the corporation shall be:

P. O. Box 14623
Bradenton, Florida 34280-4623

ARTICLE III. COMMENCEMENT OF EXISTENCE

This corporation shall exist perpetually and shall commence on September 15, 1997 after the filing of these Articles of Incorporation by the Department of State, State of Florida.

ARTICLE IV. PURPOSE

This corporation is formed for all lawful objects and purposes and may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having no par value. Each share of stock shall have the same rights and privileges. The consideration to be paid

for each share shall be as fixed by the shareholders, and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation with a value, in the judgment of the shareholders, equivalent to or greater than the full par value of the shares.

ARTICLE VI. PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the first right to purchase shares of any class, kind or series of stock in the corporation that may from time to time be issued (whether or not presently authorized) including shares from the treasury, in the ratio that the number of shares he holds at time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of the shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of the notice from the corporation.

ARTICLE VII. MANAGEMENT BY SHAREHOLDERS

This corporation shall have no Directors. All powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under, the direction of the shareholders rather than a board of directors. The shareholders shall be deemed directors when required by the context of any law or bylaw. The name and street address of the original shareholder is:

<u>Name</u>	<u>Address</u>
Marilyn Schroeter	P. O. Box 14623 Bradenton, Florida 34280-4623

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The name of the corporation's initial registered agent shall be Marilyn Schroeter.

The street address of the initial registered office of the corporation shall be:

1217 89th Street N.W.
Bradenton, Florida 34209

ARTICLE IX. INCORPORATION

The name and street address of the incorporator is:

Marilyn Schroeter
P. O. Box 14623
Bradenton, Florida 34280-4623

The incorporator of the corporation assigns to this corporation her rights under Section 607.161, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the shareholders any rights she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

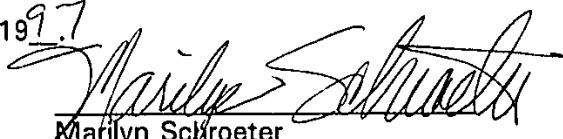
ARTICLE X. BYLAWS

The shareholders, by vote of a majority of the outstanding shares entitled to vote, may establish, alter, amend, or repeal these bylaws.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles this 19th day of September, 1997.

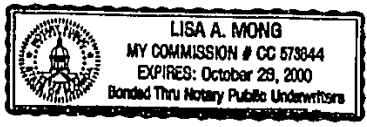

Marilyn Schroeter

STATE OF FLORIDA)
COUNTY OF MANATEE)

On this 19th day of September, 1997, before me, a Notary Public, the undersigned officer, personally appeared Marilyn Schroeter, who produced personally known as identification and acknowledged that she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.


NOTARY PUBLIC, STATE OF FLORIDA



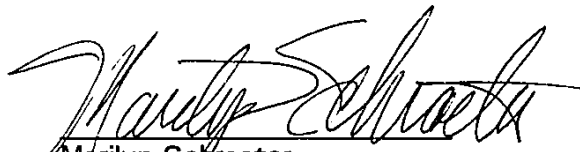
DESIGNATION OF REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Hamilton Road Antiques, Inc., which has its initial principal office at 1217 89th Street N.W., Bradenton, Florida 34209, and which desires to organize under the laws of the State of Florida, has named Marilyn Schroeter, located at 1217 89th Street N.W., Bradenton, Florida 34209 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office.


Marilyn Schroeter

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA