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**Financial
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FILED

OCT -8 PM 2:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/6/97

- Please see articles on
"Antique Guild Wholesale Inc."

200002314672--1
-10/08/97--01039--016
****122.50 ****122.50

- If you have any questions
Please contact me at
941 262-8874

Don Knudson

P.Hall

OCT - 9 1997

ARTICLES OF INCORPORATION

FILED
97 OCT -8 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, do hereby submit to Incorporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of corporations for profit, the Corporation named in Article I below:

ARTICLE I, NAME

The name of this Corporation shall be:

ANTIQUE GUILD WHOLESALE INC.

ARTICLE II, NATURE OF BUSINESS

This Corporation may engage in any activities permitted under the laws of the United States and of the State of Florida.

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is Seventy Five Hundred (7500) shares of common stock, of \$1.00 par value, which shall be documented fully paid and non-assessable, and further, which shall be Section 1244 stock as defined by the Internal Revenue Code.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than one hundred (\$100) dollars.

ARTICLE V, TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in the State of the principal office of this Corporation shall be:

183 10th St. South
Naples, Fl. 34102

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII, INITIAL BOARD OF DIRECTORS

The Corporation shall have four Directors initially. The number of Directors may be either increased or diminished in accordance with the by-laws adopted by the shareholders but never be less than one. The names and addresses of the initial Directors of this Corporation are:

Kevin Maguire
2776 Longboat Dr.
Naples, Fl. 33942

Tonia Maguire
2776 Longboat Dr.
Naples, Fl. 33942

Linda Gardner
740 96th Ave. N.
Naples, Fl. 33942

Ken Gardner
740 96th Ave. N.
Naples, Fl. 33942

ARTICLE VIII, INCORPORATORS

The name and address of the incorporators are:

Kevin Maguire
2776 Longboat Dr.
Naples, Fl. 33942

Tonia Maguire
2776 Longboat Dr.
Naples, Fl. 33942

Linda Gardner
740 96th Ave. N.
Naples, Fl. 33942

Ken Gardner
740 96th Ave. N.
Naples, Fl. 33942

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X, AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them.

ARTICLE XI, SUB CHAPTER S CORPORATION

This Corporation may be a Sub Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE

The registered agent, Tonia Maguire, 2776 Longboat Dr., Naples, FL 33942, accepts this position as signed below:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Tonia Maguire
Tonia Maguire

The registered office will be located at 2776 Longboat Dr., Naples, FL 33942

Tonia Maguire
Tonia Maguire

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

Tonia Maguire
Tonia Maguire

IN WITNESS WHEREOF, the undersigned, as subscribing incorporators have hereinto set my hand and seal this 6 day of October 1997, for the purpose of forming this Corporation under the Laws under the State of Florida, and hereby make and file, in the office of the Secretary of State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Kevin Maguire
Kevin Maguire

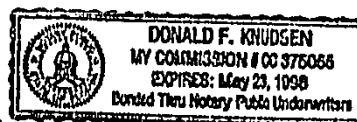
Tonia Maguire
Tonia Maguire

Linda Gardner
Linda Gardner
Ken Gardner
Ken Gardner

SWORN TO AND SUBSCRIBED BEFORE ME

THIS 6th DAY OF October 1997.

Donald F. Knudsen



Personally Known to me.