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LAW OFFICE OF MICHAEL E. REHR, P.A.

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FILED
97 OCT 20 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 17, 1997.

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

RE: Incorporation of Julia's Antiques, Inc.

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-10/20/97--01078--009
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation and Designation and
Acceptance of Registered Agent.

Also enclosed is my check in the amount of \$122.50 for the filing
fees and a certified copy of the Articles. Please file these documents and
return a certified copy at your earliest convenience.

Thank you for your assistance in this matter.

Very truly yours,


Michael E. Rehr

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ARTICLES OF INCORPORATION
OF
JULIA'S ANTIQUES, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following articles of incorporation.

ARTICLE I - NAME

The name of the corporation shall be Julia's Antiques, Inc.

ARTICLE II - TERM OF EXISTENCE

The period of the corporation's duration is perpetual.

ARTICLE III - PRINCIPAL OFFICE AND ADDRESS

The address of the principal office shall be 220 Miracle Mile - Suite 238, Coral Gables, FL 33134-5909. The mailing address of the corporation shall be: c/o Michael E. Rehr, Esq., 220 Miracle Mile - Suite 238, Coral Gables, FL 33134-5909.

ARTICLE IV - PURPOSE

The purpose for which the corporation is organized is to engage in such business as is authorized under the laws of the United States and the State of Florida.

ARTICLE V - DIRECTORS

The corporation shall have not less than one nor more than 3 Directors, who shall be elected in the manner described in the Bylaws. The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VI - AUTHORIZED STOCK

The corporation is authorized to issue 100 shares of common stock at \$1.00 par value.

ARTICLE VII- INITIAL REGISTERED AGENT AND OFFICE

The name of the corporation's initial registered agent and the street address of the corporation's initial registered office is: Michael E. Rehr, Esq., at Law Office of Michael E. Rehr, P.A., 220 Miracle Mile - Suite 238, Coral Gables, FL 33134-5909.

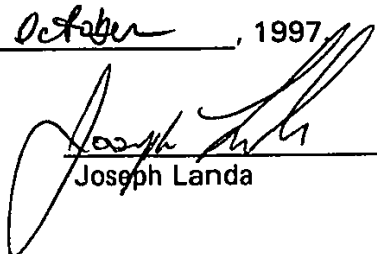
ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is Joseph Landa, 2127 Brickell Avenue - #2904, Miami, FL 33129.

ARTICLE IX - EFFECTIVE DATE

The effective date of these Articles, and the date that the corporation's existence shall become effective, is the date that these Articles are filed.

Executed this 16 day of October, 1997



Joseph Landa

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE FILED

AND

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

97 OCT 20 PM 12:12


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Julia's Antiques, Inc.
2. The name and address of the registered agent and office is:

Michael E. Rehr, Esq.
c/o Law Office of Michael E. Rehr, P.A.
220 Miracle Mile - Suite 238
Coral Gables, FL 33134-5909

Having been named as registered agent and to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: October 17, 1997.


Michael E. Rehr, Esq., Registered Agent

This instrument was prepared by:
Michael E. Rehr, Esq.
220 Miracle Mile - Suite 238
Coral Gables, FL 33134