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October 1, 1997

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*****78.75 *****78.75

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

Re: Articles of Incorporation of Southern Pride Auction, Antique Mall & Collectibles, Inc.

Dear Sir or Madam:

I have enclosed an original and one copy of the Articles of Incorporation and the Certificate of Designation, Registered Agent/Registered Office for Southern Pride Auction, Antique Mall & Collectibles, Inc. for filing with your office. In addition, a check in the amount of \$78.75 has been included to cover the following fees:

Filing Fees	\$35.00
Certificate of Status/Fact	\$ 8.75
Registered Agent/Designation	<u>\$35.00</u>
Total	\$78.75

Please return a "filed", stamped copy of the Articles to this office at your earliest convenience. A return envelope is provided for your convenience.

Thank you.

Very truly yours,

Toni A Horne

Toni A. Horne

TAH:hb
Enclosure (as stated)

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

These articles of incorporation are signed by the incorporator for the purpose of forming a for-profit corporation pursuant to Florida Statute Chapter 607 as follows:

ARTICLE I: NAME

§ 1.1 Name

The name of the corporation is Southern Pride Auction, Antique Mall & Collectibles, Inc.

ARTICLE II: ADDRESS

§ 2.1 Address

The mailing address of the corporation is 6832 - 14th Street West, Bradenton, Florida 34207.

ARTICLE III: PURPOSE

§ 3.1 Purpose

The purpose for which the corporation is organized is to transact all lawful business for which corporations may be organized under the Florida Business Corporation Act, Chapter 607, Florida Statutes.

ARTICLE IV: SHARES

§ 4.1 Authorized Stock

The total authorized stock is 100 common shares of \$1.00 par value per share.

ARTICLE V: NO NEED FOR ACTUAL STOCKHOLDER MEETING

§ 5.1 Majority Consent Voting

Any action required or permitted by Florida Statute Chapter 607 at an annual or special meeting of stockholders may be taken without a meeting, without prior written notice and without a vote if consented to in writing by the holders of outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt written notice of the taking of said action shall be given to the non-consenting stockholders by (among other methods) mailing said notice to said stockholders by first class mail, postage prepaid, to their address of record.

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**ARTICLE VI:
DIRECTORS**

§ 6.1 Initial Directors

The initial board shall consist of one director whose name and address is: Charles Pelkey, 6832 - 14th Street West, Bradenton, Florida, 34207, who shall perform all of the duties of a board of directors.

**ARTICLE VII:
REGISTERED OFFICE**

§ 7.1 Registered Agent and Office

The address of the initial registered agent and office is: Toni A. Horne, 1044 Castello Drive, Suite 102, Naples, Florida 34103.

**ARTICLE VIII:
INCORPORATOR**

§ 8.1 Incorporator

The name and business address of the incorporator is Charles Pelkey, 6832 - 14th Street West, Bradenton, Florida, 34207.

**ARTICLE IX:
TERM**

§ 9.1 Term

The term of existence of the corporation shall be perpetual.

**ARTICLE X:
AMENDMENT OF ARTICLES OF INCORPORATION**

§ 10.1 Amendments to Articles

The corporation may amend its articles of incorporation, from time to time, so as:

- a. To change its corporate name.
- b. To change its period of duration.
- c. To change, enlarge or diminish its corporate purposes.
- d. To increase or decrease the aggregate number of shares, or shares of any class, which the corporation has authority to issue.
- e. To limit, deny or grant to stockholders of any class the preemptive right to acquire additional or treasury shares of the corporation, whether then or thereafter authorized.
- f. To increase or decrease the par value of the authorized shares of any class having a par value, whether issued or unissued.
- g. To exchange, classify, reclassify or cancel all or any part of its shares, whether issued or unissued.

- h. To change the designation of all or any part of its shares, whether issued or unissued, and to change the preferences, limitations, and the relative rights in respect of all or any part of its shares, whether issued or unissued.
- i. To change shares having par value, whether issued or unissued, into the same or a different number of shares without par value, and to change shares without par value, whether issued or unissued, into the same or a different number of shares having a par value.
- j. To change the shares of any class, whether issued or unissued, and whether with or without par value, into a different number of shares of the same class or into the same or a different number of shares, either with or without par value, of other classes.
- k. To create new classes of shares having rights and preferences either prior and superior or subordinate and inferior to the shares of any class then authorized, whether issued or unissued.
- l. To cancel or otherwise affect the right of the holders of the shares of any class to receive dividends which have accrued but have not been declared.
- m. To divide any preferred or special class of shares whether issued or unissued, into series and fix and determine the designations of such series and the variations in the relative rights and preferences as between the shares of such series.
- n. To authorize the board of directors to establish, out of authorized but unissued shares, series of any preferred or special class of shares and fix and determine the relative rights and preferences of the shares of any series so established.
- o. To authorize the board of directors to fix and determine the relative rights and preferences of the authorized but unissued shares of series theretofore established in respect of which either the relative rights and preferences have not been fixed and determined or the relative rights and preferences theretofore fixed and determined are to be changed.
- p. To revoke, diminish, or enlarge the authority of the board of directors to establish series out of authorized but unissued shares of any preferred or special class and fix and determine the relative rights and preferences of the shares of any series so established.

ARTICLE XI

BYLAWS

§ 11.1 Initial By-laws

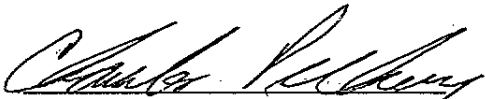
The initial by-laws of the corporation shall be adopted by the board of directors. The power to alter, amend or repeal the by-laws or adopt new by-laws, subject to repeal or change by action of the stockholders, shall be vested in the board of directors. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

ARTICLE XII
EFFECTIVE DATE

§ 12.1 Effective date of incorporation

The effective date of incorporation shall be 10-28-97.

In witness whereof, the undersigned, the incorporator of the above-named corporation, has hereunto signed these articles of incorporation on this 28th day of October, 1997.



Charles Pelkey
6832 - 14th Street West
Bradenton, Florida, 34207

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Southern Pride Auction, Antique Mall & Collectibles, Inc.

2. The name and address of the registered agent and office is Toni A. Horne, 1044 Castello Drive, Suite 102, Naples, Florida, 34103.

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Toni A. Horne
(Signature)

10-1-97
(Date)

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