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December 2, 1997

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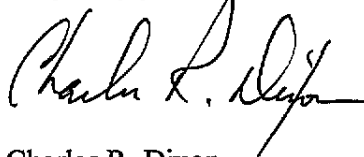
Corporate Records Bureau
Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32301

Re: Articles of Incorporations/Andrea's Gallery, Inc.

Gentlemen:

Enclosed herewith are two copies of the Articles of Incorporation for Andrea's Gallery Inc., along with a check in the amount of \$122.50. Once these Articles have been filed, please return a certified copy to the undersigned.

Very truly yours,



Charles R. Dixon,
Sec./Treas.

cc: Mr. & Mrs. David Hadwin

FILED
97 DEC -5 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/5/97

ARTICLES OF INCORPORATION

OF

ANDREA'S GALLERY INC.

FILED
97 DEC -5 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are made and subscribed for the purpose of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

I.

NAME

The name of this corporation is;

ANDREA'S GALLERY INC.

II.

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida, including the sales and marketing relative to art, antiques, collectibles, furniture, new and used, and the like.

III.

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of common stock, par value one dollar (\$1.00) per share. Each of the said shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders.

IV.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 414 Cloverleaf Road, Lake Placid, Florida 33852 or Post Office Box 2890, Lake Placid, Florida 33862, and the name of the initial registered agent of this corporation is Andrea S. Dixon, whose address is 414 Cloverleaf Road, Lake Placid, Florida 33852 or Post Office Box 2890, Lake Placid, Florida 33862.

V.

INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by, or in the manner provided in, the bylaws but shall never be less than one (1.). The name and address of the initial directors and officers of this corporation are:

Andrea S. Dixon, President and Director
Post Office Box 2890
Lake Placid, Florida 33862

Charles R. Dixon, Secretary/Treasurer & Director
Post Office Box 2890
Lake Placid, Florida 33862

VI.

INCORPORATOR

The name and address of the person signing these Articles is:

Andrea S. Dixon
Post Office Box 2890
Lake Placid, Florida 33862

VII.

PRINCIPLE OFFICE

For purposes other than contacting the registered agent, the mailing address of the principal office of the Corporation is: Post Office Box 2890 %414 Cloverleaf Road, Lake Placid, Florida 33862.

VIII.

BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders and except to the extent limited by the shareholders, in the board of directors.

IX.

DURATION

The existence of this corporation shall commence on the date of filing of these Articles by the Secretary of State, and shall be perpetual.

X.

AMENDMENT

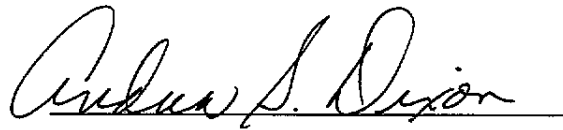
This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

XI.

PREEMPTIVE RIGHTS

Every shareholder, upon the issuance for cash, property or services 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, The undersigned subscriber has executed these Articles of Incorporation this 3rd day of December, 1997.

A handwritten signature in cursive script, reading "Andrea S. Dixon", written over a horizontal line.


ANDREA S. DIXON, PRESIDENT

STATE OF FLORIDA)
)
COUNTY OF SARASOTA)
 Manatee

The foregoing instrument was acknowledged before me this 3rd day of December,
1997,

Andrea S. Dixon. who is personally known to me or who has
produced FDL 0250 - 017 - 38 - 923-0 as
identification.



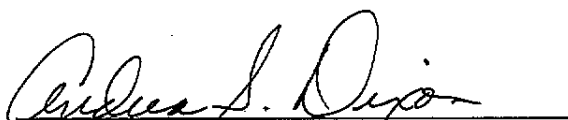

Notary Public
Printed Name: Christine Carol Bowen
Title or Rank: Secy. Mgr. 3/17/2001
Serial No. If any: (261545)

XI.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

Pursuant to Section 607.034, Florida Statutes, ANDREA'S GALLERY, INC., desiring to organize under the laws of the State of Florida, has named ANDREA S. DIXON, located at Post Office Box 2890 %414 Cloverleaf Road, Lake Placid, Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the above corporation at the place designated in this certificate, I hereby accept appointment in such capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


ANDREA S. DIXON
(Registered Agent)

FILED
97 DEC -5 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA