

P97000104057

December 8, 1997.

Michael Bentley
48N Federal Hwy
Dania Fl 33004

THE OLD LACE AND LINEN SHOP
Ref.No.w97000026972

TELEPHONE NO.(954)923 9906

Enclosed cheque \$122.50

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Michael Bentley.

Michael Bentley

*48 N. Federal Hwy
Dania, Fl 33004*

FILED
97 DEC 10 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
97 DEC 10 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of
THE OLD LACE AND LINEN SHOP, INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

THE OLD LACE AND LINEN SHOP, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED shares (100) of ONE
Dollar(s) (\$ 1.00), par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	THE OLD LACE AND LINEN SHOP, INC.		
ADDRESS	48 N FEDERAL HWY		
CITY	DANIA	FLORIDA	ZIP 33004

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	MICHAEL BENTLEY		
ADDRESS	48 N FEDERAL HWY		
CITY	DANIA	FLORIDA	ZIP 33004

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	MICHAEL BENTLEY		
ADDRESS	48 N FEDERAL HWY		
CITY	DANIA	STATE FL.	ZIP 33004
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	MICHAEL BENTLEY PRES/TRES/SEC		
ADDRESS	48 N FEDERAL HWY		
CITY	DANIA	STATE FL.	ZIP 33004
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 20 day of NOVEMBER, 1997.

Michael Bentley (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)
 COUNTY OF BROWARD) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

MICHAEL BENTLEY

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that HE executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 20 day of NOVEMBER, 1997.

(Notary Seal)

Walter T. Samuelson
 (Notary Public, State of Florida at Large)

My Commission expires:



Walter T. Samuelson
 MY COMMISSION # CC534858 EXPIRES
 February 26, 2000
 BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

FILED
57 DEC 10 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE OLD LACE AND LINEN SHOP, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 48 N FEDERAL HWY

DANIA, FL. 33004

has named MICHAEL BENTLEY

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Michael Bentley
(registered agent)