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Secretary of State
Division of Corporations
Charter Section
P.O. Box 6327
Tallahassee, Florida 32314

FILED
97 DEC 29 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Filing of Articles of Incorporation

Dear Sir:

Please find enclosed the executed Articles of Incorporation.

Also, please find a check in the amount of \$122.00 for filing fees.

Please return documentation to:

Carl Colavito
C/O: 22 Willow Drive
St. Augustine, Florida 32084
(904) 461-8804

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P. Hall
DEC 30 1997

ARTICLES OF INCORPORATION
OF
HISTORIC RETAIL, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, desiring to form a corporation for profit, in accordance with the laws of the State of Florida, does hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is HISTORIC RETAIL, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is any and all lawful business for which Corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE IV

CAPITAL STOCK

The authorized number of shares of capital stock of the Corporation shall consist of 100 shares of stock at \$1.00 per share par value, all of which shall be Common Shares.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is not less than \$1,000.00. The Corporation may purchase from time to time, and to the extent permitted by the laws of the State of Florida, shares of any class of stock issued by it. Such purchases may be made either in the open market or at private or public sale, and in such manner and amount, from such holder or holders of outstanding shares of the corporation and at such prices as the Board of Directors of the Corporation shall from time to time determine, and the Board of Directors is hereby empowered to authorize such purchases from time to time without any vote of the holders of any class of shares now or hereafter authorized and outstanding at the time of any such purchase.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation in the State of Florida is 162 St. George Street, Unit 20, St. Augustine, Florida 32084. Its initial registered agent at

ARTICLE VII

DIRECTORS

The Corporation shall have a Board of Directors comprised of not less than One (1) but not more than Seven (7) members. The names and addresses of the initial Board of Directors are:

<u>NAME</u>	<u>RESIDENCE AND POST OFFICE ADDRESS</u>	<u>OFFICE</u>
Lisa A. Van Weenen	19120 Winslow Terrace Boca Raton, Florida 33430	President, Secretary, Treasurer, & Director

ARTICLE VII

SUBSCRIBERS

The name and residence and post office address of the subscriber to these Articles of Incorporation is Lisa A. Van Weenen.

ARTICLE VIII

AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders, at a stockholders meeting, by a majority of the stock entitled to vote thereon.


Lisa A. Van Weenen

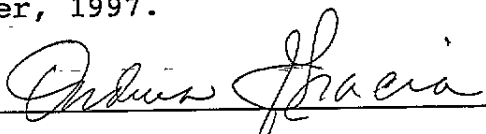
STATE OF FLORIDA
COUNTY OF ST. JOHNS

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the State and County named above, to take acknowledgements, personally appeared LISA A. VAN WEE-NEN, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, or who has produced /her Florida Driver's License as identification, and acknowledged before me that he/she subscribed to those Articles of Incorporation.

Witness my hand and seal in the County and State named above this 17th day of December, 1997.



ONDINA GRACIA
COMMISSION # CC625607
EXPIRES MAR 02, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.



Notary Public, State of Florida
at Large
Commission Expiration: 2001
Commission Number:

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

FILED

97 DEC 29 AM 10:59


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said ACT:

First that-- HISTORIC RETAIL, INC. desiring to organize
under the laws of the State of Florida, with its principal
office as indicated in the Articles of Incorporation, at 162
St. George Street, Unit 20, St. Augustine, Florida has named
Lisa A. Van Weenen as its agent to accept service of process
within this state.

ACKNOWLEDGEMENT:

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



Lisa A. Van Weenen