

The Family Para-Legal Center, Inc.

Stephen L. Silvestro, DPT

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32301

In Re: Circa Timeless Gifts & Apparel, Inc.

Gentlemen\Madam:

Enclosed are an original and one copy of Articles of Incorporation for the above-named corporation. In addition, our check in the sum of \$70.00, which represents the following fees:

1. FILING FEE\$35.00
2. REGISTERED AGENT FEE\$35.00

Very truly yours,

SL Silvestro, CLA
The Family Para-Legal Center, Inc.

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RP
02-02-98

ARTICLES OF INCORPORATION

1. The name of the incorporation is: CIRCA TIMELESS GIFTS & APPAREL, INC.

2. The principal place of business and mailing address of the corporation is: 426 CANAL ST., NEW SMYRNA BEACH, FLORIDA 32168.

3. The corporation shall have the authority to issue 1,000,000 shares of common stock, in one class only.

4. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida; including the SALE AND VENDING OF FLEA MARKET ITEMS AND COLLECTIBLES.

5. The registered agent of the corporation is DAVID H. DOSCH. and the registered address is: 426 CANAL ST., NEW SMYRNA BEACH, FLORIDA 32168.

This address is the same as the principal place of business and the mailing address of the corporation.

6. The initial Board of Directors shall have 2 members whose name's and address are as follows;

DAVID H. DOSCH, PRES. 1845 BISCAYNE AVE., DAYTONA BEACH, FL 32119.
DIANA C. DREHER, SEC/TREA 1845 BISCAYNE AVE., DAYTONA BEACH, FL 32119

7. The incorporator of this corporation is DAVID H. DOSCH whose address is: 1845 BISCAYNE AVE., DAYTONA BEACH, FL 32119.

8. It is the intent of the incorporation that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

DATED: 1/7/98

David H. Dosch
David H. Dosch, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT and to accept service of:

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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.

DATE: 1-17/98

David H. Dosch
David H. Dosch, Registered Agent

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