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DALE R. STONE, C.P.A.

4500 Belvedere Road - Suite F2
West Palm Beach, FL 33415-1357
(561) 683-0866

Certified Public Accountant

Enrolled to Practice Before the I.R.S.

January 30, 1998

SUBJECT: Incorporation of HAWKINS ANTIQUES & ART GALLERY, INC.

TO: Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/04/98--01026--004
****122.50 ****122.50

1. Request the above named business be incorporated under the Florida Business Corporations Act. Enclosed please find an original and one (1) copy of the articles of incorporation and a check for \$122.50

2. Questions can be directed to: Dale R. Stone
Voice: (561) 683-0866
FAX: (561) 683-1028

Thank You

Dale R. Stone

Dale R. Stone, C.P.A.
Accountant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -4 AM 8:21

2-5-98
WS

ARTICLES OF INCORPORATION
OF
HAWKINS ANTIQUES & ART GALLERY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -1 AM 8:21

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be: HAWKINS ANTIQUES & ART GALLERY, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing with the Secretary of State of Florida, and continuing until dissolved according to Florida law.

ARTICLE III - PURPOSE

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

ARTICLE IV - PRINCIPLE OFFICE

The initial principle office and mailing address of this corporation shall be:

712 Lake Avenue
Lake Worth, Florida 33460-3813

ARTICLE V - CAPITAL STOCK

This corporation shall initially have one class of stock designated as "Common Shares". This corporation is authorized to issue up to ten thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

W. DARE HAWKINS
16700 Cordova Court
Delray Beach, Florida 33484-8341

ARTICLE VII - BOARD OF DIRECTORS

The initial Board of Directors shall consist of one director. The number of directors may be increased or decreased from time to time according to the bylaws; however, there shall never be less than one director or more than nine. The name(s) and address(es) of the initial Board of Directors of the corporation is(are):

RITA A. HAWKINS
16700 Cordova Court
Delray Beach, Florida 33484-8341

W. DARE HAWKINS
16700 Cordova Court
Delray Beach, Florida 33484-8341


ARTICLE VIII - INCORPORATOR(S)

The names and addresses of the incorporators to these Articles of Incorporation are:

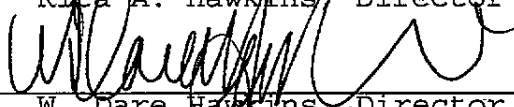
RITA A. HAWKINS
16700 Cordova Court
Delray Beach, Florida 33484-8341

W. DARE HAWKINS
16700 Cordova Court
Delray Beach, Florida 33484-8341

The undersigned has executed these Articles of Incorporation this 23rd day of January, 1998.




Rita A. Hawkins, Director



W. Dare Hawkins, Director

I certify that I am familiar with and accept the duties and responsibilities as Registered Agent for Hawkins Antiques & Art Gallery, Inc.



W. Dare Hawkins
Registered Agent