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FLORIDA DEPARTMENT OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: RED BARN ANTIQUES, INC.

AUDIT NUMBER.....H98000006500

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

OF

RED BARN ANTIQUES, INC.

The undersigned incorporators of these Articles of Incorporation, natural persons, competent to contract, hereby associate themselves with the provisions of this document to form a corporation, under the laws of the State of Florida.

ARTICLE I

The name of the corporation is RED BARN ANTIQUES, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: Five Hundred (500) shares of common stock of par value of One Dollar (\$1.00) per share.

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than Five Hundred Dollars.

ARTICLE V

This corporation is to exist perpetually.

This instrument was prepared by:

J.R. Callahan, Esquire

Florida Bar No: 178220

(305) 887-7899

700 S. Royal Poinciana Blvd. Ste. 502
Miami Springs, FL 33146

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ARTICLE VI

The initial address of the registered office of this corporation in the State of Florida is: 700 South Royal Poinciana Blvd., STE 502, Miami Springs, FL 33166.

ARTICLE VII

The corporation shall have two directors, initially. The number of directors may increase or diminish from time to time, through by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

The address of the corporation's principal office is:

1450 N. Dixie Highway
Hollywood, Florida 33020

and the mailing address of the corporation's principal office is:

1450 N. Dixie Highway
Hollywood, Florida 33020

ARTICLE IX

The name and post office addresses of the members of the First Board of Directors are:

<u>Name</u>	<u>Address</u>
Richard C. Renz	731 W. 39 th Place Hialeah, Florida 33012
Bonnye M. Renz	731 W. 39 th Place Hialeah, Florida 33012

ARTICLE X

The name and address of the incorporators to these Articles of Incorporation are:

H98000006500

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Name

Address

Sharon K. Little

700 S. Royal Poinciana Blvd.
STE 502
Miami Springs, Florida 33166

Jackie Martinez

700 S. Royal Poinciana Blvd.
STE 502
Miami Springs, FL 33166

ARTICLE XI

As the agent of this corporation to accept service of process within the state, the following person at the address indicated is hereby designated:

Name

Address

J.R. Callahan

700 S. Royal Poinciana Blvd.
STE 502
Miami Springs, FL 33166

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

WITNESS our hands and seals this 3 of April, 1998.

Sharon Little (SEAL)

Jackie Martinez (SEAL)

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STATE OF FLORIDA

COUNTY OF DADE

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments personally appeared, Sharon K. Little and Jackie Martinez, whom are personally known to me and are the persons described as the incorporators in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 3rd day of April, 1998.



MAUREEN L. MCNAMARA
My Commission CC360143
Expires Apr 24, 2000

Maureen L. McNamara
Notary Public State of Florida

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in the certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of F.S. 48.091 relative to keeping open said office.

J.R. Callahan
J.R. Callahan

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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