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TRANSMITTAL LETTER

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

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-06/04/98--01037--011
*****78.75 *****78.75

Subject: Two Bag Ladies Antiques & Collectibles, Inc.
proposed corporate name

Enclosed please find an original and one (1) copy of the Articles of Incorporation and check in the amount of \$78.75 for filing fee, and certificate designating place of business.

Please return to:
Nancy Lewis
964 W. State Rd. 434
Longwood, FL 32750

APPROVED
AND
FILED
98 JUN -4 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JUN 8 1998

ARTICLES OF INCORPORATION

OF

TWO BAG LADIES ANTIQUES
& COLLECTIBLES, INC.

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

ARTICLE I. NAME

The name of the corporation is:

Two Bag Ladies Antiques & Collectibles, Inc.

ARTICLE II. PERMITTED BUSINESS
AND ACTIVITIES

The general nature of the business to be transacted by this corporation is to engage in every aspect and phase of the business of antique and furniture retail sales and to engage in any related business.

This corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey, or otherwise dispose of franchises in this state and in any of the several states, territories, possessions, and dependencies of the United States, the District of Columbia, and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses or other rights or interest thereunder or therein.

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(d) Take, hold, sell, and convey such property as may be necessary in order to obtain or secure payment of any indebtedness of liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any state or government and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell, and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific, or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, leasing company, trust, or other enterprise, against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subchapter (i) hereof.

(k) Enter into general partnerships, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in this certificate of incorporation, jointly or in common with others, so long as the participating corporation, person, or association would have power to do so alone.

The foregoing clauses are both purposes and does not limit or restrict in any manner the powers of the corporation.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares which the corporations authorized to issue is 1000 common stock, having a par value of NO DOLLAR (\$0.00) per share. The consideration to be paid for

each share be as fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgement of the directors, equivalent to or greater than the full par value of the shares at the time.

ARTICLE IV. TERM OF EXISTENCE

The existence of this corporation is to begin upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE V. PRINCIPAL OFFICE ADDRESS

The street address of the initial principal office of the corporation in the State of Florida is:

1010 W. State Rd 434
Longwood, FL 32750

The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is:

1010 W. State Rd. 434
Longwood, FL 32750

The name of the initial corporation's registered agent at that address is:

Nancy Lewis

The Board of Directors may from time to time move the registered agent office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, as provided by the Bylaws.

ARTICLE VIII. DIRECTOR'S POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or any Bylaws that may be adopted by the shareholder(s).

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other firm of which one or more of its directors as members or employees, or in which they are interested, or between this corporation and any corporation, association, or other enterprise of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, and in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE IX. ORIGINAL DIRECTORS

The name and address of each member of the first Board of Directors is:

Nancy Lewis	964 W. State Rd. 434 Longwood, FL 32750
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Linda Maggard	675 N. Wildflower Court Longwood, FL 32750
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Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE X. INCORPORATORS

The name and address if the incorporator(s) to these Articles of Incorporation and his receptive initial ownership interests are:

Nancy Lewis	964 W. State Rd. 434	50%
	Longwood, FL 32750	

Linda Maggard	675 N. Wildflower Court	50%
	Longwood, FL 32750	

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholder(s) herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors, proposed by them to the shareholder(s), and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon or in such other as may be provided by law.

ARTICLE XII. ACTION OF SHAREHOLDERS WITHOUT MEETING

No action of the shareholder(s) may be taken without a meeting, unless a consent in writing setting forth the action to be taken shall be signed by all of the shareholder(s) of the corporation who are entitled to vote and be filed with the secretary of the corporation as part of the corporate records. It is not necessary that all shareholder(s) sign the same document.


Nancy Lewis


Linda Maggard

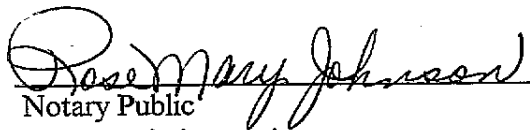
Incorporators

STATE OF FLORIDA
COUNTY OF SEMINOLE

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 Nancy Lewis and Linda Maggard, the persons designated and in whom executed the foregoing Articles of Incorporation, and Nancy Lewis and Linda Maggard subscribe to these Articles of Incorporation.

WITNESS MY HAND and official seal in the state and county named above this 1st
day of June, 1998.




Notary Public
My commission expires:
(affix notarial seal)

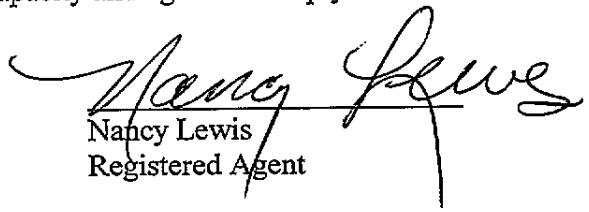
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

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

That Two Bag Ladies Antiques & Collectibles, Inc.
desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the city of Longwood, county of Seminole; located in Florida, has named Nancy Lewis of 964 W. State Rd. 434; Longwood, FL 32750 as its agent to accept process within this state.

ACKNOWLEDGEMENT

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


Nancy Lewis
Registered Agent

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TALLAHASSEE, FLORIDA