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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 860018 11580A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 17, 1998

ORDER TIME : 2:59 PM

ORDER NO. : 860018-005

CUSTOMER NO: 11580A

CUSTOMER: Frank Grey, Esq
HOBBY GREY & REEVES

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5709 Tidalwave Drive

New Port Richey, FL 34652

DOMESTIC FILING

NAME: PRIVATE COLLECTIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 17 AM 8:58

RECEIVED
98 JUN 17 PM 3:23
JUL 1 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 17 AM 8:58

ARTICLES OF INCORPORATION

OF

PRIVATE COLLECTIONS, INC.

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the Laws of the State of Florida, pursuant to Chapter 607, Florida Statutes, and execute the following:

ARTICLE I. CORPORATE NAME

The name of the corporation shall be:

PRIVATE COLLECTIONS, INC.

and the principal place of business shall be located at 8750 East Derby Oaks Drive, Floral City, Citrus County, Florida 34436.

ARTICLE II. TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles with the Secretary of State.

ARTICLE III. GENERAL PURPOSES

The purpose of this Corporation is to engage in direct sales and marketing services and related business and in any lawful business permitted under the Laws of the State of Florida and the United States.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any time is 100 shares of common stock, with an initial issuance of 100 shares having a par value of \$1.00 per share.

Authorized stock may be paid for in cash, past services or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V. PRE-EMPTIVE SHARE

The shareholders of the Corporation shall have the pre-emptive right to acquire, pro rata, unissued or treasury shares of the Corporation or securities of the Corporation, convertible into or carrying the right to subscribe to or acquire shares. Such shares or securities may be issued by the Corporation from time to time for money, any property, or past services, in addition to authorized shares, and the pre-emptive right of any shareholder shall be determined by the ratio shares of which he or she is the holder to all authorized and issued shares. The prices, terms, and conditions therefor shall be fixed by the Board of Directors.

Before publicly or privately selling or offering to sell any additional shares of its common stock, or any stock, bonds, debentures, or other securities convertible into common stock, the corporation shall first offer to all of the holders of its common stock the right to purchase a pro-rata portion of such common stock or such securities convertible into common stock.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The Registered Agent and the street address of the initial Registered office of this Corporation shall be:

JANE C. COOPER
8750 East Derby Oaks Drive
Floral City, Florida 34436.

The Board of Directors, from time to time, may designate any other address and place for the registered office of this corporation.

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of Directors may be increased or diminished, from time to time, by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. INCORPORATORS

The names and addresses of the Incorporator of these Articles of Incorporation are:

1. JANE C. COOPER 8750 East Derby Oaks Drive
Floral City, Florida 34436

ARTICLE IX. NAME OF OFFICERS

The names of the officers who are to manage the affairs of the Corporation until the first election under the Articles of Incorporation are:

PRESIDENT:	JANE C. COOPER
SECRETARY:	STANTON T. COOPER
TREASURER:	STANTON T. COOPER

ARTICLE X. AMENDMENT

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 the Directors and all the Stockholders sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE XI. BY-LAWS

The By-Laws shall be made, amended, or rescinded from time to time as therein provided.

ARTICLE XII. STOCK


The initial issuance of stock shall be as follows:

1. JANE C. COOPER	50 Shares
2. STANTON T. COOPER	50 Shares

ARTICLE XIII. RIGHT OF FIRST REFUSAL

The Corporation shall have the right of first refusal to any shareholder who desires to sell his or her shares or portions thereof, the compensation for which shall be fixed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation this 5th day of ~~May~~^{JUNE}, 1998.

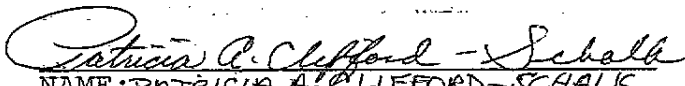

Jane C. Cooper

**STATE OF FLORIDA
COUNTY OF PASCO**

Before me, the undersigned Notary Public, personally appeared JANE C. COOPER, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who did not take an oath, and who acknowledged before me that she subscribed her name to these Articles of Incorporation on the 5TH day of June, 1998.

IDENTIFICATION
FURNISHED:

Personally Known


NAME: PATRICIA A. CLIFFORD-SCHALK
Notary Public, State of Florida
My Commission Expires:



Patricia A. Clifford-Schalk
MY COMMISSION # CC572478 EXPIRES
August 18, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 17 AM 8:58

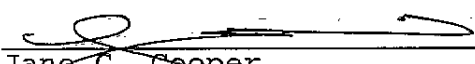
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That PRIVATE COLLECTIONS, INC., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at: **8750 East Derby Oaks Drive, Floral City, Citrus County, Florida 34436,**

has named: **JANE C. COOPER**
located at: **8750 East Derby Oaks Drive**
Floral City, Florida 34436

as its agent to accept service of process within the State of Florida.


Jane C. Cooper
TITLE: **PRESIDENT**

DATE: ~~JUNE~~ MAY 5, 1998.

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the property and complete performance of my duties.


JANE C. COOPER
Resident Agent

DATE: ~~JUNE~~ MAY 5, 1998.