

1800001238
July 31, 1998

Department Of State
Division Of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Dear Sir/Madam:

Please accept the enclosed Articles of Incorporation for Timeless Treasures Antique Mall, Inc.. Please contact me by phone or mail at the address listed herein if you need any further information.

Thank you for your time and considerations in the handling of this matter.

Sincerely,



Stephen E Roberts
RCM Associates, Inc.
Post Office Box 940843
Maitland, Fl 32794-0843
407.246.0073

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EFFECTIVE DATE
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
FOR
Timeless Treasures Antique Mall, Inc.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

ARTICLE I: NAME

The name of the corporation shall be:

Timeless Treasures Antique Mall, Inc.

The principal place of business of this corporation shall be:
1824 Crownwood Drive
Orlando, FL 32810

ARTICLE II: NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III: CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is 1,000 and these shares shall be shares of Common stock issued with a par value of one dollar (\$1.00) per share.

ARTICLE IV: COMMENCEMENT OF CORPORATE EXISTENCE

The date when corporate existence shall commence shall be the date of subscription and acknowledgment of these articles of incorporation.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI: OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold the office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

DIRECTOR:

Danny Edwards
5643 Satel Drive
Orlando, FL 32810

EFFECTIVE DATE
7-31-98

DIRECTOR:

Timothy Walker
1824 Crownwood Drive
Orlando, FL 32810

PRESIDENT:

Danny Edwards
5643 Satel Drive
Orlando, FL 32810

VICE PRESIDENT:

Timothy Walker
1824 Crownwood Drive
Orlando, FL 32810

TREASURER:

Timothy Walker
1824 Crownwood Drive
Orlando, FL 32810

SECRETARY:

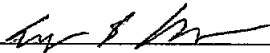
Danny Edwards
5643 Satel Drive
Orlando, FL 32810

ARTICLE VII: INCORPORATOR(S)

The name(s) and Street address(es) of the Incorporator(s) to these articles of incorporation is(are):

Stephen E Roberts
701 E Washington St
Orlando, FL 32801

IN WITNESS WHEREOF, the undersigned incorporator(s) has executed these Articles of Incorporation this Friday, July 31, 1998.



STATE OF FLORIDA, COUNTY OF ORANGE THE FOREGOING instrument was acknowledged and sworn to before me Friday, July 31, 1998, by Stephen E Roberts of Timeless Treasures Antique Mall, Inc..



(Seal)

Notary Public

My Commission Expires: _____



William Thomas Dyer
My Commission CC678870
Expires October 25, 2001

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

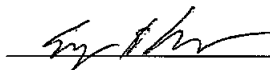
Timeless Treasures Antique Mall, Inc.

2. The name and address of the registered agent and office is:

Stephen E Roberts
701 E Washington St
Orlando, FL 32801

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 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Signature of Registered Agent:



Date: 7-31-98

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TALLAHASSEE, FLORIDA