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ALL CORPORATE ACCOUNTING

286 SOUTHWEST 9TH STREET
P.O. BOX 92
DANIA, FLORIDA 33004

OFFICE : (954) 922-0241
VOICE MAIL: (954) 897-0104

May 13, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-08/10/98--01067--013
****122.50 ****122.50

Re: Kelly's Red Barn Antiques, Inc.

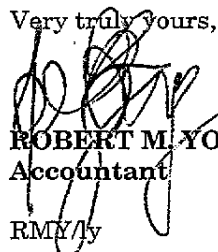
To Whom It May Concern:

I enclose herewith an original and one copy of the Articles of Incorporation for the above referenced corporation with Acceptance of Registered Agent Designated in Articles of Incorporation attached, along with a check in the amount of \$122.50, representing the filing fee.

I would appreciate your promptly filing the Articles of Incorporation and returning a certified copy of the articles as filed in the self-addressed, stamped envelope provided.

If there are any questions, please do not hesitate to call me collect.

Very truly yours,


ROBERT M. YOUNG
Accountant

RMY/ly

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 10 AM 8:46

"SMALL BUSINESS SPECIALISTS"

8-13
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ARTICLES OF INCORPORATION
OF
KELLY'S RED BARN ANTIQUES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 10 AM 8:46

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

KELLY'S RED BARN ANTIQUES, INC.

The address of the principal office of this corporation shall be 1400 North Dixie Highway, Hollywood, Florida 33020, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1400 North Dixie Highway, Hollywood, Florida 33020, and the name of the initial registered agent of the corporation at that address is Vera J. Kelly.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Vera J. Kelly
1400 North Dixie Highway
Hollywood, Florida 33020

IN WITNESS WHEREOF, Vera J. Kelly, has hereunto set her hand and seal
this 5 day of ^{Aug} May, 1998.


VERA J. KELLY

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Vera J. Kelly, a resident of the state of Florida, having a business office identical with the registered office listed above, and having been designated as the registered agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of registered agent under Section 607.0505, Florida Statutes.

Dated this 5 day of ^{AUG}~~May~~, 1998.


VERA J. KELLY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 10 AM 8:46