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HAZARDUS CORPORATE FILING SERVICE, INC.

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(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. OLDE WORLD TREASURES, CO.
(Corporation Name) (Document #)

2. _____ 400002617104--7
(Corporation Name) (Document #) ~~08717798-01043-010~~
***122.50 ***122.50

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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- Will wait
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- Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
98 AUG 17 AM 11:08
DIVISION OF CORPORATION

FILED
98 AUG 17 PM 1:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Examiner's Initials

**ARTICLES OF INCORPORATION OF
OLDE WORLD TREASURES, CO.**

The undersigned, acting as incorporator of "OLDE WORLD TREASURES, CO." under the Florida General Corporation Act, adopts the following Articles of Incorporation:

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the corporation is "OLDE WORLD TREASURES, CO." with principal place of business at 1638 South Bayshore Court, Unit 104, Coconut Grove, Florida 33133.

ARTICLE II - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing these Articles of Incorporation.

ARTICLE III - DURATION

The duration of the corporation is perpetual.

ARTICLE IV - PURPOSE

The purposes for which this corporation is organized are:

1. To engage in every business aspect; and
2. To transact any or all lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to issue and have outstanding at any time is 1,000 shares of common stock having a one dollar (\$1.00) par value. The consideration to be paid for each share may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value equal to the par value of the stock. The authorized shares of the corporation shall be noncumulative, voting common stock. The holders of the common stock of this corporation shall have all the rights and duties provided in the Articles of Incorporation, Bylaws and the

corporate laws of Florida.

ARTICLE VI - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any unissued stock (whether or not presently authorized and including treasury shares) of the same kind, class, or series as that which he already holds, shall have the right (subject to adjustment to avoid the issue of fractional shares) to purchase his pro-rata share of that stock at the price at which it is offered to others. This right shall be deemed waived by any holder who does not exercise it and pay for the stock preempted within thirty days of his receipt of a notice in writing from the corporation inviting him to exercise the right.

ARTICLE VII - RESTRICTION ON THE TRANSFER OF SHARES

There shall be no transfer, sale, encumbrance or conveyance of any share or stock of this corporation unless the holder of said share or stock provides the corporation with the first opportunity to purchase said share or stock of the corporation at the book value of said share or stock as determined by the last accounting immediately before the sale. The corporation shall have fifteen (15) days from the date it receives the shareholder's written offer of sale to purchase said stock.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The name of the corporation's initial registered agent is Silva & Silva, P.A. and the street address of the corporation's initial registered agent's office where the registered agent is to be found is 236 Valencia Avenue, Coral Gables, Florida 33134.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The corporation shall initially have 1 director. The number of directors may be increased

from time to time, as provided in the Bylaws. The name of the initial director is Roger Machin. Machin. Said director shall have the power and authority to transact all lawful business for this corporation.

ARTICLE X - INCORPORATOR

The name and street address of the incorporator is: Roger Machin with street address as follows: 1638 South Bayshore Court, Coconut Grove, Florida 33133.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors.

ARTICLE XII - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of

Incorporation on the 14th day of August, 1998.



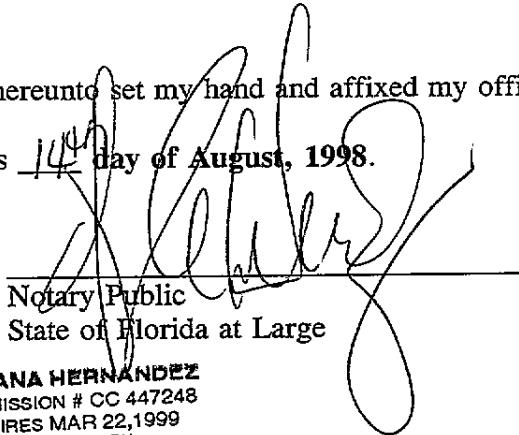
Roger Machin

STATE OF FLORIDA:

COUNTY OF DADE :

BEFORE ME, the undersigned authority personally appeared Roger Machin, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation and who freely and voluntarily acknowledged before me that on this ___ day of August, 1998, he executed and subscribed to the aforesaid Articles of Incorporation for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, State of Florida, this 14th day of August, 1998.



Notary Public
State of Florida at Large

My commission expires:

 **ROXANA HERNANDEZ**
COMMISSION # CC 447248
EXPIRES MAR 22, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

**ACKNOWLEDGEMENT AND STATEMENT OF
DESIGNATED REGISTERED AGENT**

Pursuant to Chapter 607, Florida Statutes, the following is submitted:

That "OLDE WORLD TREASURES, CO." desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Article of Incorporation, has named, as agent to accept service of process within the state; Silva & Silva, P.A. 236 Valencia Avenue, Coral Gables, Florida 33134.

Having been named to accept service of process for "OLDE WORLD TREASURES, CO." at the place designated in this acknowledgement, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.

SILVA & SILVA, P.A.

BY: Carlos Silva
as Registered Agent

STATE OF FLORIDA:
: S.S.
COUNTY OF DADE :

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98 AUG 17 PM 1:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the foregoing acknowledgement and statement of the designated registered agent instrument was executed and acknowledged before me this 14th day of August, 1998.

Roxana Hernandez
Notary Public,
State of Florida at Large

My commission expires:



ANA\CORPS\OLDWORLD