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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 14 AM 9:17

## COVER LETTER FOR FILING ARTICLES

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

Expedited: Dept. of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

Filing Fee.....\$70  
Non-Profit.....\$70  
LLC.....\$250  
*send FedEx for faster service*

RE: Arleen Charles Antiques, Inc. \_\_\_\_\_

500002615805--0  
-08/14/98--01014--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Secretary of State:

Enclosed is an original and a copy of the proposed Articles of Incorporation of the above listed corporation(s). Please file the original Articles and fax a copy of the filed articles to (314) 664-2442. You may call me at (314) 965-4988 with any problems or questions.

Please return the copies in the enclosed envelope to:

U.S. CORPORATIONS, INC.  
ATTN: KELLY  
1380 SOUTH KINGS HIGHWAY  
ST. LOUIS, MO 63110

Sincerely,

Steven Chase \_\_\_\_\_ GAVE  
Incorporator Kelly  
AUTHORIZATION BY PHONE TO  
CORRECT Suffix  
DATE 8/13/98  
DOC. EXAM Doris Brown

D. BROWN AUG 18 1998

*Secretary of State  
Corporations Division  
State of Florida*

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ARTICLES OF INCORPORATION

OF

Arleen Charles Antiques, Inc.

The undersigned natural person(s) of the age of eighteen years or more for the purpose of forming a corporation pursuant to section 607.0202, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE ONE: The name of the corporation is :

Arleen Charles Antiques, Inc.

ARTICLE TWO: The address of the corporation's initial registered office in this state is:

5540 N. Ocean Dr.  
Suite 18B  
Singer Island, FL 33404  
Palm Beach County

The initial agent at such address is **Glenda Arleen Clausner**

ARTICLE THREE: The aggregate number of shares of common capital stock which the corporation has authority to issue is 5,000 having no par value.

No preferences, qualifications, limitations, or restrictions in respect to the shares shall be set.

ARTICLE FOUR: The preemptive right of a shareholder to acquire additional shares shall not be limited or denied.

ARTICLE FIVE: The name and place of residence of the incorporator is as follows:

Steven P. Chase  
7536 Forsyth  
Suite 178  
Clayton, MO 63105

ARTICLE SIX: The number of directors to constitute the board of directors is **Two (2)**.

The names and address of the persons who are to serve as members of the initial Board of Directors of the corporation are as follows:

Glenda Arleen Clausner, 5540 N. Ocean Dr., Suite 18B, Singer Island, FL 33404

Emmet C. Clausner, 5540 N. Ocean Dr., Suite 18B, Singer Island, FL 33404

ARTICLE SEVEN: The duration of the corporation is perpetual.

ARTICLE EIGHT: The general purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Florida, other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the State of Florida. The specific purpose of this corporation is selling of antiques and fine art.

ARTICLE NINE: The address of the business office or headquarters is:

5540 N. Ocean Dr,  
Suite. 18B  
Singer Island, FL 33404  
Palm Beach County

The mailing address is the same as above.

ARTICLE TEN: The corporation will commence business upon the file date assigned by the Secretary of States office.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 7/17/98.

Incorporator: Steven P. Chase/Director  
U. S. Corporation On Line, Inc.

Signature: \_\_\_\_\_

Steven P. Chase-Incorporator

U.S. Corporations, Inc.

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

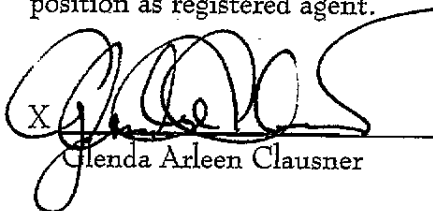
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER  
THE LAWS OF THE STATE OF FLORIDA SUBMITS THE FOLLOWING  
STATEMENT IN DESIGNATING THE RESTORED OFFICE/REGISTERED  
AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Arleen Charles Antiques, Inc.

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

5540 N. Ocean Dr., Suite 18B, Singer Island, FL 33404

Having been named as registered agent and to accept service of process for the above  
stated corporation at the place designated in this certificate, I hereby accept the  
appointment as registered agent and agree to act in this capacity. I further agree to  
comply with the provisions of all statutes relating to the proper and complete  
performance of my duties, and I am familiar with and accept the obligations of my  
position as registered agent.

X   
Glenda Arleen Clausner

8/6/98  
Date

DIVISION OF CORPORATIONS, PO BOX 8327, TALLAHASSEE, FL 32314