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W. WADE WALLACE, P.A.
ATTORNEY AND COUNSELOR AT LAW

(850)837-0155
FAX (850)837-6565

10221 WEST EMERALD COAST PARKWAY, SUITE 26
DESTIN, FLORIDA 32541

October 22, 1998

Department of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: **BAILER'S MILITARIA**

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-10/26/98--01086--009
****122.50 *****78.75

To whom it may concern:

Please find enclosed an original and a copy of the Articles of Incorporation and Certificate Designating the Registered Agent for the above referenced corporation. Please file the original and return a certified copy to my attention at the above address. I have enclosed check #1570, in the amount of \$122.50, to cover the cost of said filing.

If there is anything further I need to do, please let me know. Thank you for your attention to this matter.

Sincerely,

W. WADE WALLACE, P.A.

Danice M. Wallace

Danice M. Wallace
Office Manager

/dmw

Enclosures as stated

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 30 AM 12:22

B. BROOK OCT 30 1998

W. WADE WALLACE, P.A.

ATTORNEY AND COUNSELOR AT LAW

(850)837-0155

FAX (850)837-6565

10221 WEST EMERALD COAST PARKWAY, SUITE 26

DESTIN, FLORIDA 32541

October 28, 1998

Department of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314
Attn: Barbara Brock

RE: **BAILER'S MILITARIA, INC.**

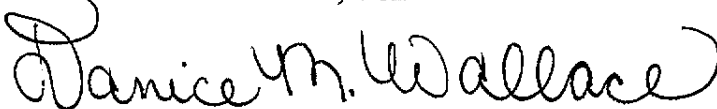
Dear Ms. Brock:

Per our conversation this morning, please find enclosed the corrected original and a copy of the Articles of Incorporation and Certificate Designating the Registered Agent for the above referenced corporation. Please file the original and return a certified copy to my attention at the above address.

If I need to make further corrections, please let me know. Thank you.

Sincerely,

W. WADE WALLACE, P.A.

A handwritten signature in cursive script that reads "Danice M. Wallace". The signature is written in dark ink and is positioned below the typed name.

Danice M. Wallace
Office Manager

/dmw

Enclosures as stated

**ARTICLES OF INCORPORATION
OF
BAILER'S MILITARIA, INC.**

FILED
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DIVISION OF CORPORATIONS
98 OCT 30 AM 12:22

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is: **BAILER'S MILITARIA, INC.**

ARTICLE II

Duration

This corporation shall exist perpetually.

ARTICLE III

Corporate Purpose

This corporation is organized to transact any lawful business for which the corporation may be incorporated pursuant to Chapter 607 and Chapter 621, Florida Statutes, or any other applicable laws of the State of Florida.

ARTICLE IV

Principal Office/Mailing Address

The street address and the mailing address of the initial principal office is: 407 Dick Saltsman Road, Santa Rosa Beach, Florida 32459.

ARTICLE V

Capital Stock

This corporation is authorized to issue Two Thousand (2000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE VII

Stockholder and Corporation Option to Purchase Stock

In case a shareholder desires to sell his shares of stock, he must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

If none of the shareholders desire to purchase the shares of stock, the stockholder must then offer the corporation the option to purchase, it being the intention to give the corporation the second preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within ten (10) days thereafter, then the corporation has five (5) days to exercise its option. If neither the shareholders nor the corporation exercise their option, then they shall be deemed to have waived their privilege of purchasing, and the stockholder will be at liberty to sell to anyone else.

ARTICLE VIII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 10221 West Emerald Coast Parkway, Suite 26, Destin, Florida 32541; the name of the initial registered agent of this corporation at that address is: W. Wade Wallace.

ARTICLE IX

Board of Directors

This corporation shall have one (1) director. The number of directors may be either increased or diminished from time to time by the By-laws.

ARTICLE X

Officers

The corporation shall have the following officers; President and Secretary, who shall be elected by a majority vote of the directors.

ARTICLE XI

Incorporators

The name and address of the incorporator is: Robin H. Bailer, 407 Dick Saltsman Road, Santa Rosa Beach, Florida 32459.

ARTICLE XII

Action by Directors Without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any amendment hereto, and any right, conferred upon the shareholders is subject to this reservation.

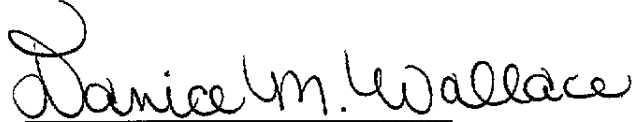
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28TH day of October, 1998.


ROBIN H. BAILER

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 28TH day of October, 1998, by
ROBIN H. BAILER, who is personally known to me or who has produced N/A as identification.

WITNESS my hand and seal this 28TH day of October, 1998.



Name: DANICE M. WALLACE

Notary Public

My commission expires: February 22, 1999

Affix Seal



DANICE M. WALLACE
MY COMMISSION # CC431444 EXPIRES
February 22, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

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

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

FIRST -- That **BAILER'S MILITARIA, INC.**, with its principal place of business at 407 Dick Saltsman Road, Santa Rosa Beach, Florida 32459, has named **W. Wade Wallace**, located at W. Wade Wallace, P.A. 10221 West Emerald Coast Parkway, Suite 26, Destin, Florida 32541, as its agent to accept service of process within the State of Florida.

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 607.0501 Florida Statutes.

Date: October 28, 1998

W. Wade Wallace
W. WADE WALLACE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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