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Judith C. Spano
5 Lakeside Drive
Ocala, FL 34482

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*****78.75 *****78.75

March 14, 1999

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

FILED
99 MAR 17 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: VICTORIAN ROSE ANTIQUES, INC.

Dear Sir or Madam:

Enclosed is an original and two copies of the Articles of Incorporation and a check for \$78.75 for your filing fee and a certified copy.

Thank you.

Sincerely,


Judith C. Spano
JCS/vs
Encls.

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be VICTORIAN ROSE ANTIQUES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 5 Lakeside Drive, Ocala, FL 34482.

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares at \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

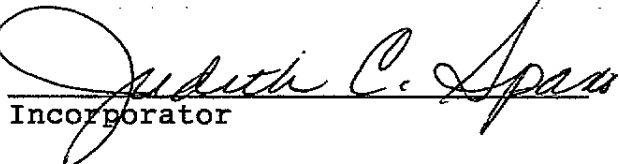
The name and Florida street address of the initial registered agent are:


JUDITH C. SPANO
5 Lakeside Drive
Ocala, FL 34482

ARTICLE V - INCORPORATOR

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

JUDITH C. SPANO
5 Lakeside Drive
Ocala, FL 34482


Incorporator


Date

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 obligation of my position as registered agent.

Judith C. Spass
Registered Agent

March 15, 1999
Date

FILED
99 MAR 17 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA