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KAREN B. THOMAS
3572 RICHMOND STREET
JACKSONVILLE, FLORIDA 32205
TELEPHONE: 904-389-7100

FILED
99 APR -5 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 31, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

100002828971--7
-04/05/99--01073--019
***122.50 ***78.75

Re: PARIS FLEA MARKET, INC.

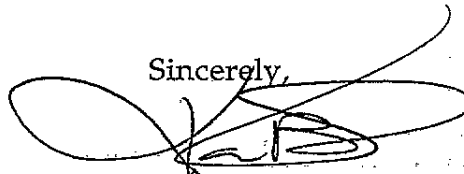
Dear Sirs:

Please find enclosed an original and one copy of Articles of Incorporation of PARIS FLEA MARKET, INC. and a check in the amount of \$122.50 for filing fees.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me for our records.

If you have any questions, please do not hesitate to contact me.

Sincerely,



KAREN B. THOMAS

KBT:nw
Enclosures

PK
4/8/99

ARTICLES OF INCORPORATION

OF

PARIS FLEA MARKET, INC.

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ARTICLE I - NAME

The name of this corporation is:

PARIS FLEA MARKET, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in any lawful business, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, convey, assign, transfer, or otherwise dispose of real or personal property, of every class, kind, and description and to otherwise engage in any legal business or activity permitted under the laws of the State of Florida and of the United States.

To conduct said business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and counties.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages and transfers of corporate indebtedness as required.

To guarantee, endorse, purchase, hold, sell, mortgage, transfer, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or any other evidence of indebtedness created by any other corporation of the State of Florida or any other State or Government, and while owner of such stock to exercise all of the

rights, powers and privileges of ownership,
including the right to vote such stock.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares at \$1.00 par value common stock.

ARTICLE IV PRE-EMPTIVE RIGHT

Holders of the common stock shall have the right to purchase their pro rata shares of any new common stock which may be issued by the corporation.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI- INITIAL PRINCIPLE OFFICE AND REGISTERED AGENT

The street address of the initial principle office and registered office of this corporation and the name and address of the initial registered agent of this corporation are:

PRINCIPLE OFFICE:
PARIS FLEA MARKET, INC.
3572 Richmond Street
Jacksonville, Florida 32205

REGISTERED AGENT:
KAREN B. THOMAS
3572 Richmond Street
Jacksonville, Florida 32205

ARTICLE VII- INITIAL DIRECTOR

The names and addresses of the initial Director is:

KAREN B. THOMAS
3572 Richmond Street
Jacksonville, Florida 32205

ARTICLE VIII - INCORPORATOR

The name and post office address of the Incorporator of this corporation is:

KAREN B. THOMAS
3572 Richmond Street
Jacksonville, Florida 32205

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX - BY-LAWS

The stockholders of this corporation entitled to vote shall have the sole power to adopt, amend or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws.


ARTICLE X - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B) To purchase and acquire any or all of its shares owned and held by any such stockholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a stockholder who dies; provided, however, the capital of this corporation cannot be impaired thereby.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 1st day of April, 1999.

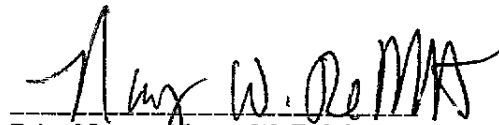


Incorporator
KAREN B. THOMAS

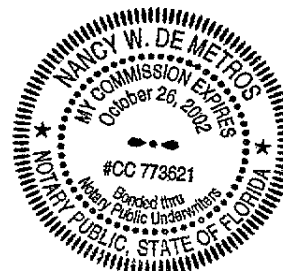
STATE OF FLORIDA
COUNTY OF DUVAL

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared KAREN B. THOMAS, to me well known to be the person described as the Incorporator in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 1st day of April, 1999.



Print Name: Nancy W. DeMetros
Notary Public, State of Florida
My commission expires:



CERTIFICATE OF REGISTERED AGENT
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS CAN BE SERVED

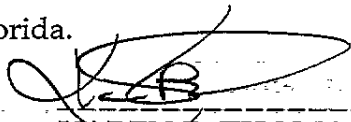
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In compliance with Section 48.091, Florida Statutes, the following is submitted:

That PARIS FLEA MARKET, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3572 Richmond Street, Jacksonville, Florida 32205, has named KAREN B. THOMAS, 3572 Richmond Street, Jacksonville, Florida 32205, as its agent to accept service of process within Florida.

Date Signed: 4/1/99


KAREN B. THOMAS

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.

Date Signed: 4/1/99


KAREN B. THOMAS
REGISTERED AGENT