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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

MORNINGSIDE ANTIQUES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDAARTICLES OF INCORPORATION
OF

Morningside Antiques, Inc.

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

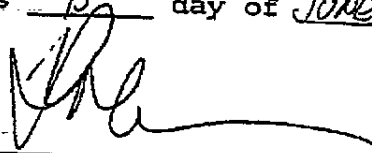
- FIRST:** The name of the Corporation is: Morningside Antiques, Inc. (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is: 6443 Biscayne Blvd., Miami, Florida 33138.
- THIRD:** The corporation is authorized to issues 1,000 shares of common stock, par value \$.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 218 Almeria Avenue, Coral Gables, Florida 33134.
- FIFTH:** The name and address of the incorporator of the Corporation is: Thomas G. Sherman, Esquire, 218 Almeria Avenue, Coral Gables, Fl 33134.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 507 of the Florida Statutes.
- SEVENTH:** The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director of the Corporation is: Sharon Brewington, 1717 N. Bayshore Dr., #3554, Miami, Florida.
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.09011 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- TENTH:** The corporate existence of the Corporation shall commence on the date of filing with the Secretary of State.

This instrument prepared by:
Thomas G. Sherman, Esq. (FBN) 221287
218 Almeria Avenue (305) 448-5898
Coral Gables, Florida 33134

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of JUNE, 1999.



Thomas G. Sherman, Incorporator

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


Print Name: Thomas G. Sherman, Esq.

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