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WALZER & ASSOCIATES, INC.
A Professional Accounting Firm
8301 Forest City Road
Orlando, Florida 32810
(407) 299-0086 FAX (407) 298-3849

FILED
99 JUL 28 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 26, 1999

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

500002943515--8
-07/28/99--01015--008
****122.50 *****78.75

RE: ANTIQUEWOOD SHOP, INC.

Dear Sir:

Enclosed please find the Articles of Incorporation and Certificate designating place of business and registered agent with regard to the above-referenced company. This is a new, for-profit Corporation doing business in the State of Florida. It is my understanding that the filing fee is \$35.00, the registered agent fee is \$35.00, and the fee for obtaining a certified copy of the Articles of Incorporation is \$52.50. Therefore, I am enclosing a check in the amount of \$122.50 to cover these costs.

Thank you in advance for your assistance in this matter, and should you have any questions or if I can provide you with any additional information, please do not hesitate to contact me.

Sincerely,


STEVEN H. WALZER
Enrolled Agent

SHW/jks
Enclosures

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ARTICLES OF INCORPORATION

OF

ANTIQUEWOOD SHOP, INC.

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ARTICLE I - NAME

The name of this Corporation is Antiquewood Shop, Inc., the address is 809 Osceola Street, Lakeland, Florida 33801.

ARTICLE II - DURATION

This Corporation shall commence its existence on the 26th day of July, 1999 with the filing of these Articles with the Secretary of State.

ARTICLE III - PURPOSE

This Corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the state of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock that shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 809 Osceola Street, Lakeland, Florida 33801, and the name of the initial registered agent of this Corporation at that address is SYLVAIN DENIS.

ARTICLE VI - INITIAL BOARD IF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

SYLVAIN DENIS
President, Vice President, Secretary, and Treasurer
809 Osceola Street
Lakeland, Florida 33801

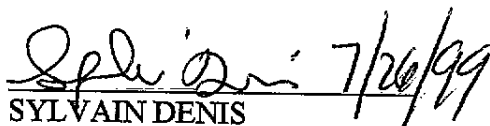
The name and address of the person signing these Articles is:

SYLVAIN DENIS
President, Vice President, Secretary, and Treasurer
809 Osceola Street
Lakeland, Florida 33801

ARTICLE VII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles
Of Incorporation on this 26th day of July, 1999.


SYLVAIN DENIS
President, Vice President, Secretary, and Treasurer

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this 26th day of July, 1999, personally appeared before me,
the undersigned officer duly authorized to administer oaths and take acknowledgments,
SYLVAIN DENIS, well known and known to be the person who executed the foregoing
Articles of Incorporation, ANTIQUEWOOD SHOP, INC., and he acknowledged that he
signed and executed the same for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at
Orlando, in said County and State, this 26th day of July, 1999.


NOTARY PUBLIC-STATE OF FLORIDA



STEVEN H WALZER
My Commission CC555880
Expires Jul. 12, 2000

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 48.091 of the Florida Statutes, the following is
submitted:

First that ANTIQUEWOOD SHOP, INC. desiring to organize or qualify under the laws
of the State of Florida, its principal place of business in the City of Lakeland, Florida has
named SYLVAIN DENIS of 809 Osceola Street, Lakeland, Florida 33801 as its agent to
accept service of process within Florida.

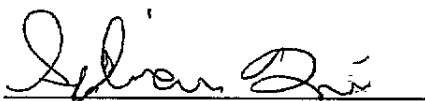

SYLVAIN DENIS

President, Vice President, Secretary, and Treasurer

7/26/99
Date

ACCEPTANCE

Having been named to accept service of process for the above – named 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.



SYLVAIN DENIS

President, Vice President, Secretary, and Treasurer

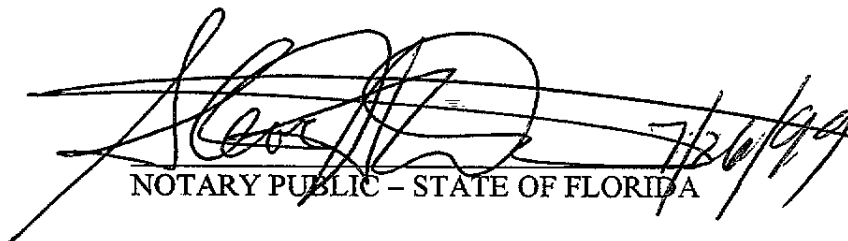
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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 26th day of July, 1999, in said County and State.


NOTARY PUBLIC – STATE OF FLORIDA



STEVEN H WALZER
My Commission CC555980
Expires Jul. 12, 2000