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THOMAS WANDERON & ASSOCIATES

♦ TAX ACCOUNTING, INC. ♦

August 27, 1999

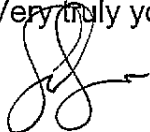
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

900002972958--8
-08/30/99--01031--005
***122.50 ***78.75

Enclosed please find Articles of Incorporation for Collectibles of SW Florida, Inc.
along with a check in the amount of \$122.50 to cover the various fees and taxes.

Please return any pertinent information to this office.

Very truly yours,



Thomas Wanderon & Associates

FILED
99 AUG 30 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Collectibles of S.W. Florida, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation, under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: **Collectibles of S.W. Florida, Inc.** and its principal office and mailing address is: **9915 Tamiami Trail North, Suite #2, Naples, FL 34108.**

ARTICLE II - NATURE

The nature of the business to be transacted by this corporation is: mail order and retail gifts and collectibles. To erect dwellings, apartment houses and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks, cemeteries and playgrounds. To buy sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved; and any right or interest therein.

To manufacture, purchase, or otherwise acquire and to own, mortgage,

pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking business, safe deposit trust, insurance, surety, express, railroad, canals, telegraph or telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, execute mortgages, and transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by other corporation, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock. To purchase its own capital stock from earned surplus.

To engage and deal with the directors of this corporation or its officers in contracts or otherwise, and in the absence of fraud, no director or officer of this corporation shall be disqualified from arms length transaction with this corporation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: FIVE-HUNDRED (-500-) having a \$1.00 Par value. The consideration to be paid for each share shall be in money, property or services as determined by the Board of Directors.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - ADDRESS

The street address if the initial registered office of this corporation shall be: 9915 Tamiami Trail North, Suite 2, Naples, Florida 34108 and the name of its initial registered agent at such address is: Jeffrey R. Lamb. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have two directors initially. The number of directors

may be increased or diminished from time to time by the By-Laws adopted by its stockholders, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

NAME

ADDRESS

Gaby M. Peden

145 East North Shore Avenue
N. Fort Myers, FL 33917

Glenn O. Peden

145 East North Shore Avenue
N. Fort Myers, FL 33917

ARTICLE IX - SUBSCRIBERS

NAME AND ADDRESS

CONSIDERATION

SHARES

Gaby M. Peden

145 East North Shore Avenue

N. Fort Myers, FL 33917

\$250.00

250

Glenn O. Peden

145 East North Shore Avenue

N. Fort Myers, FL 33917

\$250.00

250

ARTICLE X - AMENDMENT

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 stockholder's meeting by a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

Gaby M. Peden SEAL

SEAL

State of Florida

County of Collier

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 Gaby M. Peden to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS MY hand and seal this 27th day of AUG, 1999.

My commission expires:

Virginia Wandon
Notary Public - State of Florida at Large

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST THAT **Collectibles of S.W. Florida, Inc.** DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF NAPLES, STATE
OF FLORIDA, HAS NAMED **JEFFREY R. LAMB** LOCATED AT 9915
TAMIAMI TRAIL NORTH, SUITE 2, NAPLES, FLORIDA, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNED: Gale M. Puley

TITLE: President

DATE: 8/27/99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR
THE ABOVE STATE CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

SIGNED: JML EA

DATED: 8/27/99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA