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DAVID R. FLETCHER

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Bar Designated:
Immigration/Naturalization

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CERTIFIED MAIL
RETURN RECEIPT REQUESTED

October 26, 1999

Secretary of State
The Capitol
Tallahassee, Florida 32302

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-11/10/99-01004-007
*****78.75 *****78.75

RE: VOGUE ANTIQUES, Inc.

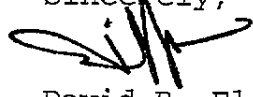
Gentlemen:

Enclosed for filing with your office are the Articles of Incorporation of the above-captioned corporation. I have also enclosed my firm check in the amount of \$78.75 for the required filing fee and certified copy.

Please process these as soon as possible and return a conformed file copy.

Thank you for your attention to this matter.

Sincerely,



David R. Fletcher

DRF/gd
ENC

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

VOGUE ANTIQUES, INC.

I - NAME

The name of this corporation is:

VOGUE ANTIQUES, INC.

II - TERM OF EXISTENCE

This corporation is to have perpetual existence.

III - GENERAL PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

IV - SPECIFIC NATURE

The specific nature of this corporation shall be to engage in the wholesale / retail of antiques.

V - CAPITAL STOCK

This corporation is authorized to issue one thousand, (1,000) shares of stock of the par value of (\$1.00) each, which shall be designated "Common Shares."

VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this Corporation is 541 East Monroe Street Jacksonville, Florida 32202 and the name of the initial registered agent of this

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TALLAHASSEE FLORIDA

Corporation at that address is David R. Fletcher.

VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially.

The number of directors may be increased from time to time by the by-laws, but shall never be less than one. The name and address on the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
Kevin Fleury	541 East Monroe Street Jacksonville, Florida 32202

VIII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
David R. Fletcher	541 East Monroe Street Jacksonville, Florida 32202

XII - AMENDMENT

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

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



David R. Fletcher

STATE OF FLORIDA }

COUNTY OF DUVAL

} ss.
}

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared _____, personally known to me or who produced _____ as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed the same for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and Official Seal at Jacksonville, County and State aforesaid, this 26th day of October, 1999.

CAROL A. SPIVEY
Notary Public, State of Florida
My Comm. expires Mar. 26, 200
Comm. No. CC 633355

Carol A. Spivey
Notary Public, State of Florida
at Large.
My Comm. expires: _____

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:

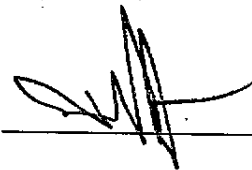
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF JACKSONVILLE.

STATE OF FLORIDA HAS NAMED: David R. Fletcher

LOCATED AT: 541 East Monroe Street
Jacksonville, Florida 32202

CITY OF JACKSONVILLE, STATE OF FLORIDA, ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE



TITLE

Registered Agent

DATE

10/26/99

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.

SIGNATURE



DATE

10-29-99

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TALLAHASSEE FLORIDA