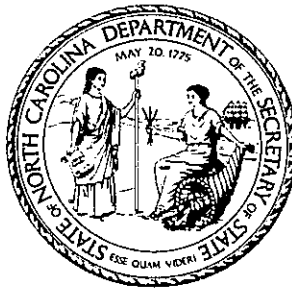


**State of  
North  
Carolina**



*L.E. Brainerd doc*

**Department  
of the  
Secretary of State**

101

To all to whom these presents shall come, Greeting:

*I, Thad Eure, Secretary of State of the State of  
North Carolina, do hereby certify the following and  
hereto attached ( 3 sheets) to be a true copy of*

ARTICLES OF INCORPORATION

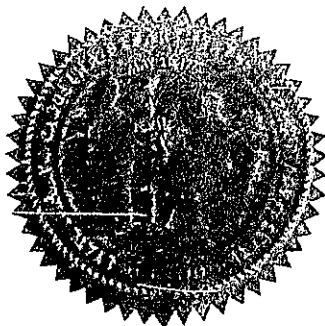
OF

THE OTHER PLACE, INC.

*and the probates thereon, the original of which was  
filed in this office on the 22nd day of November, 1976,  
after having been found to conform to law.*

*In Witness Whereof, I have hereunto set my hand  
and affixed my official seal.*

*Done in Office, at Raleigh, this 22nd day  
of November in the year of our Lord 1976.*



Secretary of State

By   
Deputy Secretary of State

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FILED

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CLAU EURE  
CLERK OF STATE  
NORTH CAROLINA

ARTICLES OF INCORPORATION

OF

THE OTHER PLACE, INC.

The undersigned, being a natural person of the age of eighteen years or more, does make and acknowledge these Articles of Incorporation for the purpose of forming a business corporation under and by virtue of the laws of the State of North Carolina, as contained in Chapter 55 of the General Statutes of North Carolina, entitled "Business Corporation Act," and the several amendments thereto, and to that end does hereby set forth:

ARTICLE I

The name of the corporation is THE OTHER PLACE, INC.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purposes for which the corporation is organized are:

(a) To buy, sell and deal in antiques including furniture, glass, glassware, wearing apparel, jewelry, vases, books, coins, manuscripts, relics, statues, and any and everything which because of its age coupled with its design, make or rarity renders it of especial value apart from its usefulness. To repair and reconstruct antiques of every name and nature. To acquire such property, real and personal, as may be necessary to the conduct of such business and to conduct the business in the manner in which it is ordinarily conducted by others engaged in a similar business.

(b) To own a financial interest in any business in which the corporation itself could lawfully engage.

(c) To serve as an agent for any other person in the conduct of any business in which the corporation itself could lawfully engage.

(d) To engage in any lawful act or activity for which corporations may be organized under Chapter 55 of the General Statutes of North Carolina.

ARTICLE IV

The corporation shall have authority to issue One Hundred Thousand (100,000) shares of common stock, having a par value of One Dollar (\$1.00) per share.

No holder of stock of the corporation shall be entitled as of right to subscribe for or purchase any additional or increased stock of the corporation of any class, whether now or hereafter authorized, including treasury stock, or obligations convertible into any class of stock, or stock of any class convertible into stock of any other class, or obligations, stock or other securities carrying warrants or rights to subscribe to stock of the corporation of any class, whether now or hereafter authorized, but any and all shares of stock, bonds, debentures or other securities or obligations, whether

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convertible into stock or carrying warrants entitling the holders thereof to subscribe to stock, may be issued, sold or disposed of from time to time by authority of the Board of Directors of the corporation to such persons, firms or corporations and for such consideration, as far as it may be permitted by law, as the Board of Directors shall from time to time determine.

#### ARTICLE V

The sale of One Thousand (1,000) shares of common stock at the par value thereof shall be the minimum amount of consideration for its shares to be received by the corporation before it shall commence business.

#### ARTICLE VI

The address of the initial registered office of the corporation is 809 Fourth Street, Winston-Salem, Fc yth County, North Carolina, and the name of its initial registered agent at such address is Robert Edward Gant.

#### ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be three (3) and the name and address of the individuals who are to serve as directors until the first meeting of shareholders and until their successors be elected and qualified is as follows:

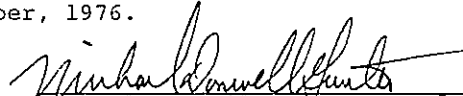
<u>Name</u>	<u>Address</u>
Robert Edward Gant	809 Fourth Street Winston-Salem, N.C. 27101
Ronnie Lee Hester	809 Fourth Street Winston-Salem, N.C. 27101
Harold Gray Swain, Jr.	809 Fourth Street Winston-Salem, N.C. 27101

#### ARTICLE VIII

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Michael Donwell Gunter	Wachovia Bank Building Post Office Drawer 84 Winston-Salem, N.C. 27102

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal, this 19th day of November, 1976.

  
Michael Donwell Gunter (SEAL)

STATE OF NORTH CAROLINA )  
COUNTY OF FORSYTH )

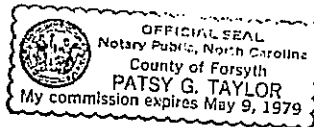
THIS IS TO CERTIFY that on the 19th day of November, 1976, before me, a Notary Public, personally appeared Michael Donwell Gunter, who I am satisfied is the person named in and who executed the foregoing Articles of Incorporation, and I having first made known to him the contents thereof, he did acknowledge that he signed and delivered the same as his voluntary act and deed for the uses and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, this the 19th day of November, 1976.

*Patsy G. Bushnell-Taylor*  
Notary Public

My Commission Expires:

May 9, 1979



-3-

PRESENTED FOR  
REGISTRATION  
AND RECORDED

Nov 24 3 17 PM '76

EUNICE AYERS  
REGISTER OF DEEDS  
FORSYTH CTY. N.C.

K B

BOOK 1189P0527