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FILED

00 JAN 10 PM 4: 04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 4, 2000

EFFECTIVE DATE
01/18/00

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
Post Office Box 6327
TALLAHASSEE, FLORIDA 32314

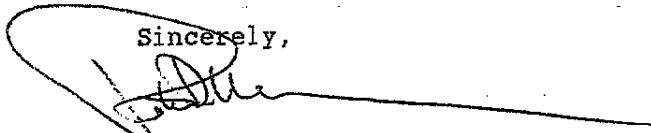
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*****87.50 *****87.50

RE: WALLACE FINE ART, INC.
ARTICLES OF INCORPORATION

Please find enclosed a check in the amount of \$87.50 for filing fees, registered agent fee, certified copy of Articles of Incorporation and Certificate of Status for the above-referenced Florida Corporation. Also enclosed are original of Articles of Incorporation for WALLACE FINE ART, INC.

Please advise when the Articles have been filed, and return the certified copy of the Articles to the herein referenced INCORPORATOR.

Sincerely,



PETER D. WALLACE
Incorporator

PL 1/18/2000

ARTICLES OF INCORPORATION

OF

WALLACE FINE ART, INC.

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ARTICLE I - NAME

The name of the Corporation shall be WALLACE FINE ART, INC., a Florida Corporation.

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - POWERS

This Corporation shall have all of the powers enumerated in the "Florida General Corporation Act", (Chapter 607, Florida Statutes).

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of voting common stock (one thousand shares), with a par value of \$1.00 (one dollar) per share.

ARTICLE V - PREEMPTIVE RIGHTS

The holders of the common stock of the Corporation shall have the preemptive right to purchase upon such price, terms and conditions as shall be afixed by the Board of Directors, such of the shares of the common stock of the Corporation as may be issued from time to time over and above the issue of the first 100 shares of the common stock of the Corporation which have never previously been sold or issued. Such preemptive right shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation and shall be exercised in the respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is;

2651 MAPLELOFT LANE
SARASOTA, FLORIDA 34232

and the name of the initial registered agent of this Corporation at that address is

JOHN R. THEIS CPA

ARTICLES OF INCORPORATION

WALLACE FINE ART, INC.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of Directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name of the initial director of this Corporation is:

PETER D. WALLACE

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this Corporation is

PETER D. WALLACE
5360 GULF OF MEXICO DRIVE SUITE 108
LONGBOAT KEY, FLORIDA 34228

ARTICLE IX - CORPORATION'S PRINCIPAL OFFICE

The principal office of this Corporation will be as follows:

5360 GULF OF MEXICO DRIVE SUITE 108
LONGBOAT KEY, FLORIDA 34228

ARTICLE X - AMENDMENT

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

ARTICLES OF INCORPORATION

WALLACE FINE ART, INC.

ARTICLE XI - OFFICERS

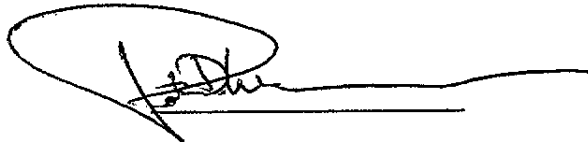
The initial officer of this Corporation is as follows:

PRESIDENT	PETER D. WALLACE
TREASURER	PETER D. WALLACE
VICE-PRESIDENT	PETER D. WALLACE
SECRETARY	PETER D. WALLACE

ARTICLE XII - CORPORATE EXISTENCE

The Corporation will begin existence on January 18, 2000 and continue until dissolved as provided by law.

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THIS _____ DAY OF JANUARY, 2000.



PETER D. WALLACE
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF MANATEE)

In my presence on January 5, 2000 appeared PETER D. WALLACE, known to be the person described as the Incorporator, who executed the foregoing Articles of Incorporation, and said person did acknowledge subscribing to the same.



NOTARY PUBLIC

Driver's license provided for identification.

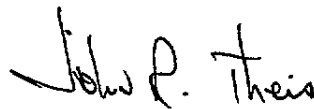


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ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
WALLACE FINE ART, INC.

Having been named to accept service of process for the above-named Corporation, at the place designated in the Corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and 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.

DATED: JANUARY 4, 2000



JOHN R. THEIS CPA
Registered Agent for
Wallace Fine Art, Inc.