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ARTICLES OF INCORPORATION
OF
Art Line Framing, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Act, hereby adopt (s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be : Art Line Framing, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

12423 62nd Street North, Suite 401
Largo, FL 33773

ARTICLE III - NATURE OF BUSINESS

The nature of the business of the corporation is custom picture framing and art sales.

ARTICLE IV - CAPITAL STOCK

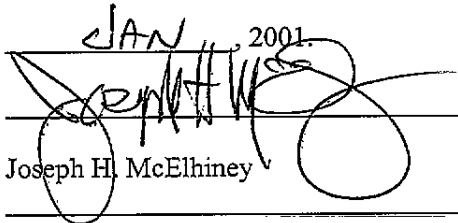
The number of shares of stock that this corporation is authorized to have outstanding at any one time is : 10,000.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Joseph H. McElhiney
12423 62nd Street North, Suite 401
Largo, FL 33773

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 29 day of

JAN 31 2001


Joseph H. McElhiney

FILED
01 JAN 31 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent / registered office, in the State of Florida.

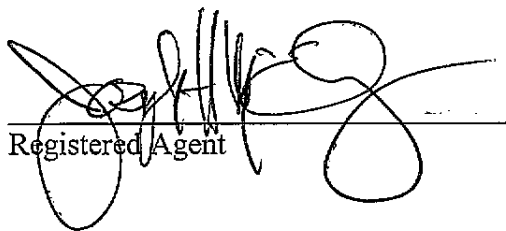
The name of the corporation is :

Art Line Framing, Inc.

The name of the registered agent and office is :

Joseph H. McElhiney
12423 62nd Street North, Suite 401
Largo, FL 33773

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Registered Agent

01/29/01
Date

FILED
01 JAN 31 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA