

P96000001729



Phoenix Art Group, Inc.

December 28, 1995

State of Florida
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

Dear Sirs:

Please find enclosed two (2) copies of the Articles of Incorporation for Phoenix Art Group, Inc. and the filing fee of One Hundred Twenty Two Dollars and 50/100 (\$122.50).

Please record this filing and return one (1) copy to the above address.

Sincerely,

Robert Ausborn
President

*Rmc
1-8-96*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12445 62nd Street N., #303, Largo, FL 34643 (813) 524-3845

**Articles of Incorporation
Of
Phoenix Art Group, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the under signed subscribers to these Articles of Incorporation, natural persons competent to contract, hereby for a corporation under the Laws of the State of Florida.

Article I

Name of Corporation

The name of the corporation shall be Phoenix Art Group, Inc.

Article II

Nature of Business

The general nature of the business to be transacted by this corporation will be the operation of a wholesale art distribution enterprise, and any other activities or business permitted under the laws of the United States of America and the State of Florida.

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 banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or expedition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, 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, or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

Article III
Capital Stock

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is ten thousand (10,000) shares of One Dollar (\$1.00) par value stock.

Article IV
Initial Capital

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

Article V
Term of Existence

This Corporation is to exist perpetually or until such time as the shareholders agree to dispose of all the assets and to satisfy all debts and then dissolve this Corporation pursuant to the laws of the State of Florida.

Article VI
Principle Place of Business

The initial street address in this state of the principle office of this Corporation is 12445 62nd Street N, #303, in the City of Largo, in the County of Pinellas, in the State of Florida, 34643. The directors may, from time to time, move the principle office to any other address in Florida or any other state.

Article VII

Directors

This Corporation shall not have less than one (1) director initially. The number may be increased or decreased from time to time, by bylaws adopted by the stockholders, but the number shall never be less than one (1).

Article VIII

Initial Director(s)

The name(s) and street address(es) of the members of the initial Board of Directors are:

Robert Ausborn 2971 Bonaventure Ct., Palm Harbor, FL 34684

Article IX

Subscribers

The name(s) and street address(es) of the subscriber(s) of these Articles of Incorporation, the initial number of shares of stock which they agree to take and the value of the consideration therefore are:

<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Value</u>
Robert Ausborn	2971 Bonaventure Ct. Palm Harbor, FL 34684	500	\$500.00

Article X

Registered Agent

The initial designation of the registered office of the Corporation shall be 12445 62nd Street N., #303, Largo, FL 34643 and the registered agent shall be Robert Ausborn.

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated Corporation, at such place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By  _____

Robert Ausborn

Registered Agent

Article XI

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 shareholders, and approved at the shareholder's meeting by majority stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I / we, the undersigned incorporator(s) of the Corporation above named, have hereunto set our hands and seals the 29th day of December 19 95

Robert Ausborn

Robert Ausborn

STATE OF FLORIDA)
) SS
COUNTY OF PINELLAS)

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 Robert Ausborn
FLDA # A216-766-56-133-0 exp 98
to be known to be the person(s) described as subscribers in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and seal in the County and State named above, the 29th day of December, 19 95.

Maria C. Pezzuti
Notary Public

My Commission Expires:

