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ACCOUNT NO. : 072100000032

REFERENCE : 384227 4352702

AUTHORIZATION : Patricia Pizute

COST LIMIT : \$ 78.75

ORDER DATE : September 23, 1999

ORDER TIME : 12:05 PM

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ORDER NO. : 384227-005

CUSTOMER NO: 4352702

CUSTOMER: Ms. Lisa Folis
WILLIAMS PARKER HARRISON DIETZ
WILLIAMS PARKER HARRISON DIETZ
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC FILING

NAME: OP-ART FRANCHISING, INC.

EFFECTIVE DATE: 09/17/1999

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 23 AM 10:33

66 RECEIVED
99 SEP 23 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATE
9/17/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
OP-ART FRANCHISING, INC.

99 SEP 23 AM 10:33

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Op-Art Franchising, Inc.

2. Principal Office and Mailing Address. The address of the principal office and the mailing address of the Corporation is:

16 South Boulevard of the Presidents
Sarasota, Florida 34236

3. Authorized Shares. The Corporation is authorized to issue 1,000,000 shares of common stock having a \$1.00 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

4. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

5. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

William G. Lambrecht
200 South Orange Avenue
Sarasota, Florida 34236

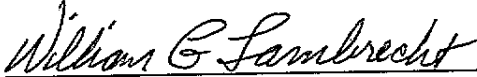
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

6. Incorporator. The name and address of the incorporator of the Corporation is:

William G. Lambrecht
200 South Orange Avenue
Sarasota, Florida 34236

7. Effective Date. The existence of the Corporation shall commence upon September 1st, 1999.

Dated this 22nd day of September, 1999.



William G. Lambrecht
Incorporator and Registered Agent

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