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AND CERTIFIED MEDIATOR

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July 17, 2001

VIA CERTIFIED MAIL/RETURN RECEIPT REQUESTED

ARTICLE NUMBER: 7106 4575 1292 2289 5481

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

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

W01-16786

Re: Artistic Destinations, Inc.
Client/Matter #: 41529-52623

To Whom it May Concern:

Please accept the following for filing with the State of Florida:

1. Application by Foreign Corporation for Authorization to Transact Business in the State of Florida;
2. Certificate of Existence for Artistic Destinations, Inc., a South Carolina corporation; and
3. A check in the amount of \$87.50 to cover the cost of filing the above documents.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Department of State
Division of Corporations
July 17, 2001
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We have also enclosed an additional copy of the Application by Foreign Corporation for Authorization to Transact Business in the State of Florida to be certified and returned in the enclosed postage prepaid envelop.

We appreciate your attention to this matter. Should you have any questions or concerns regarding this request, please contact me directly at (941) 366-8100.

Very truly yours,

ICARD, MERRILL, CULLIS,
TIMM, FUREN & GINSBURG, P.A.



Katherine L. Smith

KLS/maf
Enclosures
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 20, 2001

ICARD MERRILL CULLIS TIMM FUREN & GINSBURG PA
PO BOX 4195
SARASOTA, FL 34230-4195

SUBJECT: ARTISTIC DESTINATIONS, INC.
Ref. Number: W01000016786

We have received your document for ARTISTIC DESTINATIONS, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Michael Mays
Document Specialist

Letter Number: 901A00042594

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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned, Arless D. Day, do hereby certify that this Resolution of the Board of Directors of Artistic Destinations, Inc., a corporation duly organized and existing under the laws of the State of South Carolina, was duly adopted on October 8, 2001.

Be it resolved that Artistic Destinations, Inc., organized and existing under the laws of the State of South Carolina, hereby adopts the name Arless Day Artistic Destinations, Inc. for use in Florida.

Dated: 10-10-01

Arless D. Day
Arless D. Day, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT BUSINESS
IN THE STATE OF FLORIDA**

Pursuant to Section 607.1503 of the Florida Statutes, the following is submitted to register a foreign corporation to transact business in the State of Florida:

ARTICLE I - NAME

The name of the corporation ("Corporation") is: Artistic Destinations, Inc.

ARTICLE II - JURISDICTION AND DATE OF INCORPORATION

The Corporation was duly organized in the State of South Carolina on June 26, 1997.

ARTICLE III - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE IV - PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 549 Pope Field Road, Easley, South Carolina 29642-2110.

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the Corporation's registered office is Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237. The registered agent for the Corporation at that address is Michael L. Foreman,

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TALLAHASSEE, FLORIDA

ARTICLE VI - DIRECTORS AND OFFICERS

The names and addresses of the persons who serve as Directors and Officers of the Corporation are:

Name

Address

Arless D. Day

888 Boulevard of the Arts
#1807
Sarasota, FL 34236

Patsy M. Day

888 Boulevard of the Arts
#1807
Sarasota, FL 34236

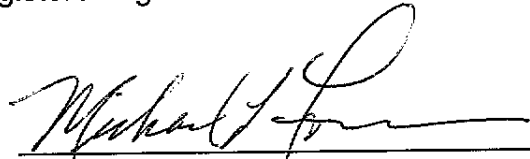
IN WITNESS WHEREOF, the undersigned, as the duly authorized representative of Artistic Destinations, Inc., submits this Application by Foreign Corporation for Authorization to Transact Business in the State of Florida this 10th day of July, 2001.

Arless D. Day
Arless D. Day, President

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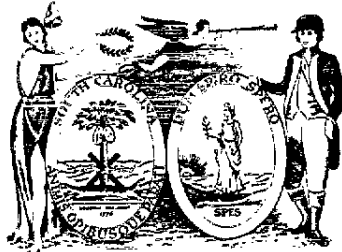
ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Artistic Destinations, Inc. at the place designated in the Application by Foreign Corporation for Authorization to Transact Business in the State of Florida, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.


Michael L. Foreman, Registered Agent
Date: July 10, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The State of South Carolina



Office of Secretary of State Jim Miles Certificate of Existence

I, Jim Miles, Secretary of State of South Carolina Hereby certify that:

ARTISTIC DESTINATIONS, INC.,

a corporation duly organized under the laws of the State of South Carolina on **June 26th, 1997**, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that it is subject to being dissolved by administrative action pursuant to Section 33-14-210 of the South Carolina Code, and that the corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great Seal of the State of South Carolina this 2nd day of July, 2001.

A handwritten signature in cursive script, reading "Jim Miles".

Jim Miles, Secretary of State

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TALLAHASSEE, FLORIDA