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(Requestor's Name)

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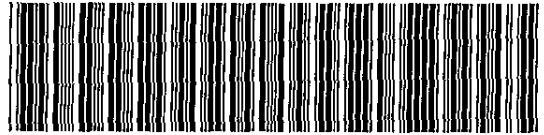
(Business Entity Name)

(Document Number)

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3-3-03



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 0721000000032

REFERENCE : 944038 7369058

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : February 25, 2003

ORDER TIME : 8:02 AM

ORDER NO. : 944038-001

CUSTOMER NO: 7369058

CUSTOMER: Mr. John C. Fellows
Mr. John C. Fellows

655 Garland Circle

Indian Rocks Be, FL 33785

DOMESTIC FILING

NAME: DISCOUNT FINE ART, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

DISCOUNT FINE ART, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

655 Garland Circle, Indian Rocks Beach, Florida 33785

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Corporation Service Company

Name

1201 Hays Street

Florida street address (P.O. Box **NOT** acceptable)

Tallahassee FL 32301

City, State, and Zip

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TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, F.S.

Corporation Service Company

By:

Deborah D. Skipper

Registered Agent's Signature

Deborah D. Skipper
Asst. V. Pres.

(An additional article must be added if an effective date is requested)

Deborah D. Skipper

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Deborah D. Skipper

Typed or printed name of signer

Filing Fees:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)

MANAGING MEMBERS OF: DISCOUNT FINE ART, LLC

John C. Fellows
Managing Member ..

655 Garland Circle
Indian Rocks Beach, Florida 33785

John L. Fellows, Jr.
Managing Member

7501 Latona Avenue, Northeast
Seattle, Washington 98115

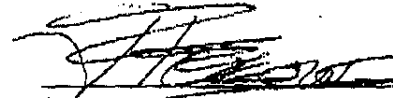
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LIMITED POWER OF ATTORNEY

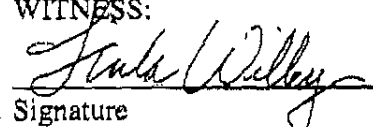
The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of DISCOUNT FINE ART, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 28th day of Feb., 2002


Signature

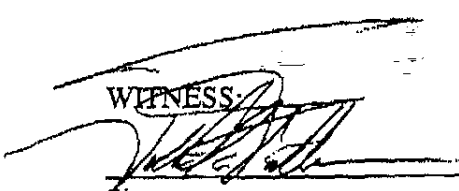
JOHN L. FELLOWS
Print Name of Signer

WITNESS:


Signature

Linda Willey
Print Name of Witness

WITNESS:


Signature

John C. Fellows
Print Name of Witness

APPLY
AND
FILED
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TALLAHASSEE, FLORIDA

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