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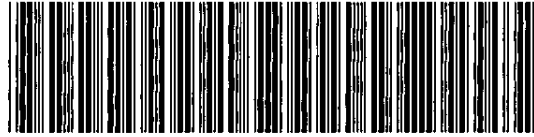
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TALLAHASSEE, FLORIDA

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March 31, 2008

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

RE: Riverside Artists' Market, Inc.

Enclosed is an original and two (2) copies of the Articles of Incorporation and a check for \$87.50 for the filing fee, 1 certified copy and a Certificate of Status.

If there are any problems or questions please call me at the above numbers.

Very truly yours,



Kevin Patrick Flood
KPF/bhs

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RIVERSIDE ARTISTS' MARKET, INC.

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I. NAME

The name of this corporation shall be RIVERSIDE ARTISTS' MARKET, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation. This corporation's duration shall be perpetual, unless it is hereafter dissolved according to law.

ARTICLE III. PURPOSE

This corporation is being formed exclusively for the purpose of holding title to property, collecting income therefrom, and turning over the entire amount, less expenses, to RIVERSIDE AVONDALE PRESERVATION, INC., within the meaning of Section 501(c)(2) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law.

ARTICLE IV. POWERS

This corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to not-for-profit corporations, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights.

However, this corporation, in exercising any one or more of such powers shall do so in

furtherance of the purpose for which it has been organized as described in ARTICLE III above, and in accordance with the applicable sections of the Internal Revenue Code.

ARTICLE V. MEMBERSHIP

The sole member of this corporation is RIVERSIDE AVONDALE PRESERVATION, INC., a Florida Not-for-Profit Corporation, a tax exempt organization under Section 501(a) of the Internal Revenue Code.

ARTICLE VI. MANAGEMENT

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board of Directors.

Any action required or permitted to be taken by the Board of Directors, under any provision of the law, may be taken without a meeting, if all of the directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board of Directors. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting, and that these Articles of Incorporation authorize the Board of Directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE VII. BOARD OF DIRECTORS

This corporation's initial Board of Directors shall have not less than 3 nor more than 12 directors. The number of directors may be increased or decreased, from time to time, by an amendment to the corporate Bylaws, but shall never be less than 3.

Two-Thirds of the directors of this corporation must, at all times, be members of RIVERSIDE AVONDALE PRESERVATION, INC.

The directors shall be appointed annually by this corporation's sole member. The manner of the appointment of the directors shall be specified in the corporate Bylaws.

The directors named herein, comprising the initial Board of Directors, shall hold office until their successors are duly qualified.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

Kay Ehas, 2322 Dellwood Avenue, Jacksonville, Florida 32204

Jeff Graf, 1873 Greenwood, Avenue, Jacksonville, Florida 32205

Jack Shad, 1637 Edgewood Avenue, Jacksonville, Florida 32205

ARTICLE VIII. OFFICERS

The officers shall consist of a president, a vice president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board of Directors. The manner of the election of the officers and their terms of office shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first Board of Directors' meeting, or until their successors are elected and qualified.

The names of the initial officers are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Kay Ehas	2322 Dellwood Avenue Jacksonville, Florida 32204
Vice President	Jeff Graf	1873 Greenwood, Avenue Jacksonville, Florida 32205

Secretary-Treasurer

Jack Shad

1637 Edgewood Avenue
Jacksonville, Florida 32205

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

2623 Herschel Street
Jacksonville, Florida 32204.

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

Carmen Godwin.

ARTICLE XI. INCORPORATORS

The name and residence address of the subscriber to these Articles of Incorporation is:

Kay Ehas
Chair, Riverside Avondale Preservation, Inc.
2322 Dellwood Avenue
Jacksonville, Florida 32204


ARTICLE XII. BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board of Directors. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein, provided that they are not inconsistent with the provisions of these Articles of Incorporation. Any amendments to the corporate Bylaws shall be binding on this corporation's member.

ARTICLE XIII. AMENDMENTS

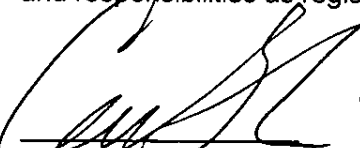
Amendments to these Articles of Incorporation may be adopted by RIVERSIDE AVONDALE PRESERVATION, INC., this corporation's sole member.

This corporation's incorporator, for the purpose of forming this nonprofit corporation under the laws of Florida, has executed these Articles of Incorporation, on the dates indicated next to her signature.


Kay Ehas, Incorporator

3/27/08
Date

I hereby accept my designation as resident agent and agree to serve as the resident agent of RIVERSIDE ARTISTS' MARKET, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for RIVERSIDE ARTISTS' MARKET, INC.


Carmen Godwin, Registered Agent

3/27/08

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08 APR - 1 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida

County of Duval

On MARCH 27, 2008, CARMEN GODWIN, the individual who shall serve as this corporation's initial registered agent, personally appeared before me, acknowledged accepting the designation as the corporation's registered agent, and signed and acknowledged signing these Articles of Incorporation of RIVERSIDE ARTISTS' MARKET, INC., and KAY EHAS, the individual designated above as the subscribing Incorporator to these Articles of Incorporation personally appeared before me and signed and acknowledged signing these Articles of Incorporation of RIVERSIDE ARTISTS' MARKET, INC., both of whom are personally known to me.


Notary Public

Commission Expiration Date:



(Seal)