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October 7, 1996

Secretary of State
Division of Corporations
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

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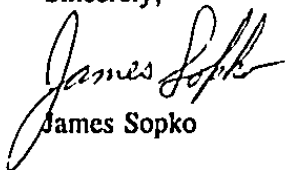
Re: National Association of Art Professionals, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation of National Association of Art Professionals, Inc. and a check in the amount of \$122.50 payable to the State of Florida. Kindly accept the enclosed for filing.

Please return a certified copy of the Articles of Incorporation to the undersigned at your convenience. Thank you for your cooperation in this matter. If you have any questions, please feel free to call.

Sincerely,


James Sopko

JS/lp
Enclosures
cc: Mr. David J. Lester
[att@lr-state.001]

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DIVISION OF CORPORATIONS
STATE OF FLORIDA

9/10/1/1/96

**ARTICLES OF INCORPORATION
OF**

**NATIONAL ASSOCIATION OF ART PROFESSIONALS, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

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ARTICLE I

NAME

The name of this corporation shall be: NATIONAL ASSOCIATION OF ART PROFESSIONALS, INC.

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

- A. This Corporation is organized exclusively for the purpose of establishing a trade association to promote the interests of all members of the fine arts industry within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 (or any successor section) and for the additional lawful purposes.
- B. Notwithstanding any other provision contained in these Articles of Incorporation, this Corporation shall not conduct any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 or successor section.

- C. Notwithstanding any other provision contained in these Articles of Incorporation, no substantial part of the corporation's activities shall consist of attempting to influence legislation by propaganda, or otherwise attempting to influence legislation in any fashion not permitted under applicable Treasury Regulations. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office and shall further comply with the requirements of all applicable Treasury Regulations.
- D. This Corporation, not for profit, shall have the power to acquire by gift, devise, bequest, purchase, lease or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, or to borrow money and to make, accept, endorse, execute and issue promissory notes and other obligations in payment for property acquired or money borrowed; and to do all other acts as are necessary or convenient to carry out the purposes set forth in these Articles.
- E. This Corporation, not for profit, may conduct and transact any activity lawfully authorized and not prohibited by Chapter 617, Florida Statutes, entitled "The Florida Not For Profit Corporation Act", as the same may be, from time to time, amended.

ARTICLE IV

MEMBERSHIP

A. This Corporation is authorized to issue membership in this Corporation as authorized in Section 617.0601 of the Florida Statutes. The qualifications for members and the manner of their admission will be regulated by the Bylaws of the Corporation.

B. The initial members and their addresses are:

David J. Lester
73 N. Sewall's Point Road
Stuart, FL 34996

Lee Ann Lester
73 N. Sewall's Point Road
Stuart, FL 34996

Gene B. Goldin
701 Colorado Avenue
Stuart, FL 34994

ARTICLE V

ADDRESS OF PRINCIPAL OFFICE

The principal office and the mailing address of this corporation shall be:

3725 SE Ocean Boulevard, #201
Stuart, FL 34994

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

2307 SE Monterey Road
Stuart, FL 34996

The name of the initial registered agent of this corporation at that address is:

JAMES SOPKO

ARTICLE VII

DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than three (3). The qualifications of members of the Board of Directors and the manner of their election will be prescribed by the By-Laws of the corporation. The names and addresses of the initial Directors of this corporation are:

1. David J. Lester
73 N. Sewall's Point Road
Stuart, FL 34996
2. Lee Ann Lester
73 N. Sewall's Point Road
Stuart, FL 34996
3. Gene B. Goldin
701 Colorado Avenue
Stuart, FL 34994

ARTICLE VIII

INCORPORATOR

The names and addresses of the persons signing these articles are:

James Sopko
2307 SE Monterey Road
Stuart, FL 34996

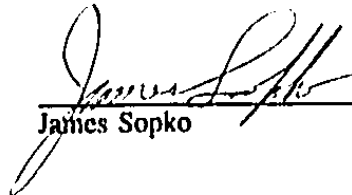
ARTICLE IX
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the members and approved at a members' meeting by at least a majority of the membership entitled to vote, unless all of the directors and all of the members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X
LIMITATION ON THE DISTRIBUTION OF
CORPORATE ASSETS AND NET EARNINGS

- A. No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, its directors, members, officers or other private individuals as prescribed in applicable Treasury Regulations, provided, however, the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.
- B. In the event of the Corporation's dissolution, the Corporation's residual assets will be (i) distributed for one or more exempt purposes for which this Corporation was organized, (ii) turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(6) and 170(c)(2) of the Internal Revenue Code of 1986, or Successor Sections, or (iii) distributed to Federal, State, or local government exclusively for public purposes.

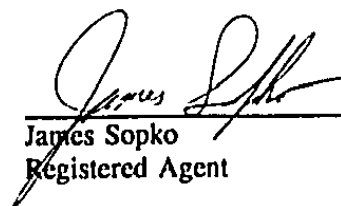
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7th day of October, 1996.


James Sopko

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, JAMES SOPKO, at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 7th day of October, 1996.


James Sopko
Registered Agent

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SECRETARY OF STATE
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