

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 222-1222 • 1-800-342-8062 • Fax (850) 222-1222

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masterwork Online.com  
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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Signature \_\_\_\_\_

Requested by: LS

3/8/00 10:23

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

\_\_\_\_ Cert. Copy \_\_\_\_\_

☒ Photo Copy \_\_\_\_\_

\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

\_\_\_\_ Courier \_\_\_\_\_

FILED

00 MAR - 8 PM 1:52

RECEIVED

00 MAR - 8 AM 10:58

03-200

**ARTICLES OF INCORPORATION**  
**OF**  
**MASTERWORK ONLINE.COM, INC.**

**FILED**  
00 MAR -8 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

**ARTICLE I. CORPORATE NAME**

The name of this corporation shall be **MASTERWORK ONLINE.COM, INC..**

**ARTICLE II. NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted and carried on by the corporation is to engage in any lawful act and activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The total authorized capital stock of the corporation shall be 1,000,000.00 shares of common stock having no par value.

**ARTICLE IV. TERMS OF EXISTENCE**

This corporation shall have perpetual existence, commencing upon the filing of these Articles.

**ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The street address of the initial registered office of this corporation shall be 522 Twelfth Street West, Bradenton, Florida 34205, and the initial registered agent at such address will be E. Blake Melhuish. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida. The principal office and initial registered office are one and the same. I hereby accept as registered agent.

## **ARTICLE VI. INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Dennis Martin, 4653 19th Street Court East, Bradenton, Florida 34208.

## **ARTICLE VII. BOARD OF DIRECTORS**

This corporation shall have One (1) director(s) initially. The number of Directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

## **ARTICLE VIII. INITIAL DIRECTORS**

The names of the initial Directors of this corporation and their street addresses are:

<u>Name</u>	<u>Address</u>
Dennis Martin	4653 19th Street Court East Bradenton, Florida 34208

## **ARTICLE IX. OFFICERS**

The executive officers of this corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Any person may hold two or more offices. The corporation may also have such other officers and agents as may be deemed necessary and all such officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the by-laws or determined by resolution of the Board of Directors not inconsistent with the by-laws.

## **ARTICLE X. AMENDMENT**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserve power.

IN WITNESS WHEREOF, I, the undersigned Incorporator, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do make, subscribe and acknowledge this certificate and I have hereunto duly executed the foregoing Articles of Incorporation to be filed in the office of the Secretary of State of Florida, for the purposes therein set forth.

Dennis F Martin  
Dennis Martin

STATE OF FLORIDA

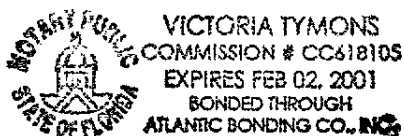
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared Dennis Martin, personally known to me and known to be the person making, subscribing and acknowledging the foregoing Articles of Incorporation to be his free act and deed for the purposes and uses therein set forth and who did not take an oath.

SWORN TO AND SUBSCRIBED before me this the 2nd day of March, 2000.

Victoria Tymons  
Notary Public  
Victoria Tymons  
Printed Name of Notary  
Commission No. CC618105

My Commission Expires:




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
SERVICE OF PROCESS WITH THIS STATE, NAMED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

**MASTERWORK ONLINE.COM, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 522 Twelfth Street West, Bradenton, Florida 34205, with E. Blake Melhuish as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
E. Blake Melhuish  
Registered Agent

**DATED** this the 2nd day of March, 2000.

**FILED**  
00 MAR -8 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA