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March 16, 2000

Secretary of State of Florida  
Post Office Box 6327  
Tallahassee, Florida 32314

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-03/20/00--01107--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

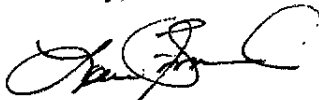
Re: GALLERY DEPOT, INC.

Dear Sirs:

Enclosed is an original and a copy of Articles of Incorporation for Gallery Depot, Inc. for filing with the state. Also enclosed is a check in the amount of \$78.75 for filing fees. Please return a stamped copy to me.

Thank you.

Sincerely,



Louis Stinson, Jr.

LS/mr  
Enclosures

FILED  
00 MAR 20 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Ph 3/24/00

ARTICLES OF INCORPORATION  
OF  
Gallery Depot, Inc.

FILED  
00 MAR 20 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following articles of incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation is Gallery Depot, Inc.

ARTICLE II - Duration

This corporation is to commence its corporate existence on the date of filing and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - Purpose

The corporation is organized for the purpose of web based business such as virtual malls.

ARTICLE IV - Stated Capital

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for consideration, having a value not less than the par value of the shares, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

Shares may not be issued until the full amount of the consideration has been paid. Thereafter, the shares shall be deemed to be fully paid and non-assessable.

#### ARTICLE V - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

Any and all the powers and duties conferred to or imposed on the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to the extent and by the person or persons as shall be provided by the shareholders.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The name and street address of the initial Director who shall hold office until his successor, who shall be chosen at the first meeting of the shareholders, has qualified shall be:

<u>Name</u>	<u>Address</u>
Lori G. Spencer	838 Hofstra Drive Ft. Myers, Florida 33919

#### ARTICLE VI - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

#### ARTICLE VII - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors or the shareholders, but the board of directors may not alter, amend or repeal any by-law adopted by the shareholders if the shareholders provided that the by-laws shall not be altered, amended or repealed by the board of directors.

ARTICLE VII - Incorporator

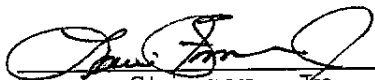
The name and address of the incorporator to these articles are:

<u>Name</u>	<u>Address</u>
Louis Stinson, Jr., Esq.	4675 Ponce de Leon Blvd. Suite 305 Coral Gables, FL 33146


ARTICLE IX - Initial Registered Office and Agent

The street address of the principal and registered office of the corporation is 4675 Ponce de Leon Blvd., Suite 305, Coral Gables, Florida 33146, and the name of the initial registered agent of the corporation at that address is Louis Stinson, Jr.

IN WITNESS WHEREOF, the subscriber has executed these articles this 16<sup>th</sup> day of March, 2000.

  
\_\_\_\_\_  
Louis Stinson, Jr., Incorporator

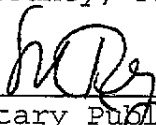
I hereby am familiar with and accept the duties and responsibilities as registered agent for the corporation.

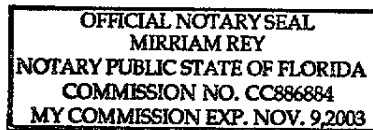
  
Louis Stinson, Jr., Registered Agent

STATE OF FLORIDA                     )  
  ) ss.:  
COUNTY OF MIAMI DADE         )

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Louis Stinson, Jr., known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 16<sup>th</sup> day of March, 2000, at Miami, Miami-Dade County, Florida.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Print Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_



FILED  
00 MAR 20 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA