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Alan J. Berman

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(904) 446-1525

April 15, 2000

Department of State  
Division of Corporations  
Corporate Records Bureau  
P O Box 6327  
Tallahassee FL 32314

900003212379--7  
-04/18/00-01043--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: THE LEA BARR GALLERY, INC.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above-named corporation. In addition, I have enclosed a check payable to your order in the sum of \$78.75, which represents the following fees:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Fee	<u>35.00</u>
	\$78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,



Alan J. Berman

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 APR 18 PM 12:00

AJB/j  
enclosures

cf 4/24/00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 APR 18 PM 12:00

ARTICLES OF INCORPORATION  
OF  
THE LEA BARR GALLERY, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME: The name of the corporation shall be THE LEA BARR GALLERY, INC.

ARTICLE TWO: DURATION: The term of existence of the corporation is perpetual.

ARTICLE THREE: PURPOSE: The purpose is to engage in any activities or business permitted under the Laws of the United States and Florida; including but not limited to, the operation of an art gallery.

ARTICLE FOUR: CAPITAL STOCK: The corporation is authorized to issue one hundred (100) shares, all of which shall be common shares, no par value.

ARTICLE FIVE: INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered Office of the corporation is 200 A1A, Unit 3, Flagler Beach, Florida 32136, and the name of the Registered Agent is LEA BARR, of 200 A1A, Unit 3, Flagler Beach, Florida 32136.

ARTICLE SIX: INITIAL BOARD OF DIRECTORS: This corporation shall have two (2) directors initially. The number of directors may be increased or decreased, from time to time, by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one (1). The names and addresses of the initial director of this corporation are:

LEA BARR	-	200 A1A, Unit 3 Flagler Beach, Florida 32136
SAMUEL BARR	-	200 A1A, Unit 3 Flagler Beach, Florida 32136

ARTICLE SEVEN: INCORPORATOR: The incorporator of the corporation and the subscriber to these Articles of Incorporation is LEA BARR, who resides at 200 A1A, Unit 3, Flagler Beach, Florida 32136.

ARTICLE EIGHT: BY-LAWS AND ARTICLES OF INCORPORATION: The shareholders shall have the exclusive authority to formulate, approve, and/or amend by-laws of the corporation and shall have the exclusive authority to formulate, approve, and/or adopt these amendments to these Articles of Incorporation.

ARTICLE NINE: COMMENCEMENT OF EXISTENCE: The corporation shall be deemed to commence its existence upon the filing of these Articles in the Office of the Secretary of State of the State of Florida.

ARTICLE TEN: PRINCIPAL PLACE OF BUSINESS: The principal place of business for said corporation and the mailing address is 200 A1A, Unit 3, Flagler Beach, Florida 32136.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15<sup>th</sup> day of April, 2000.

Lea Barr  
LEA BARR

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 APR 18 PM 12:00

DESIGNATION OF REGISTERED OFFICER AND REGISTERED AGENT

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes,  
the following is submitted:

THE LEA BARR GALLERY, INC., desiring to organize under the  
laws of the State of Florida, with its initial registered office as indicated  
in the articles of Incorporation, at 200 A1A, Unit 3, Flagler Beach,  
Florida 32136, has named LEA BARR as its designated agent to accept  
service of process within the state.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above  
corporation for the purpose of accepting service of process at the  
registered office designated in this certificate, I hereby accept such  
appointment and acknowledge that I am familiar with and accept the  
obligations and responsibilities of such office, as provided for in Florida  
Statutes 607.0505.

Dated this 15<sup>th</sup> day  
of April, 2000.



Registered Agent  
LEA BARR