

16 July 2001

Corporate Records Bureau
Division of Corporations
Department of State
PO Box 6327
Tallahassee, FL 32301

409 E. Gaines Street
Tallahassee, FL 32399
904-487-6052

Re: Frame-Art, Inc.

400004078264--7
-04/25/01--01093--009
*****78.75 *****78.75

Dear Division of Corporations:

Enclosed please find one original and one copy of the Articles of Incorporation for Frame-Art, Inc. and a check in the amount of \$78.75, made payable to the Secretary of State. The check represents the following

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

I would appreciate your taking the steps necessary to have this corporation filed in the State of Florida and returning a copy of the Articles of Incorporation to the following address.

Frame-Art, Inc.
c/o James L. Drake
1165B East Atlantic Ave.
Delray Beach, FL 33483

Best regards, I am
Sincerely,

James L. Drake

Enclosures

FILED
01 MAY -3 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 03 2001

600-9478
TS

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 26, 2001

JAMES L. DRAKE
1165B EAST ATLANTIC AVE
DELRAY BEACH, FL 33483

SUBJECT: FRAME-ART, INC.
Ref. Number: W01000009478

NEW ONE
INCLUDED

We have received your document for FRAME-ART, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist
New Filing Section

Letter Number: 501A00024778

ARTICLES OF INCORPORATION
OF
SIGNATURE FRAMES, INC.

FILED
01 MAY -3 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1 - NAME

The name of this corporation shall be **Signature Frames, Inc.** The mailing address shall be 1165B East Atlantic Avenue, Delray Beach, Florida 33483.

ARTICLE 2 - DURATION

This corporation shall have perpetual existence. The effective date of this corporation shall be the date of filing.

ARTICLE 3 - PURPOSE

This corporation shall be organized for the purpose of transacting any or all lawful business.

ARTICLE 4 - CAPITAL STOCK

This corporation shall be authorized to issue One Hundred (100) shares of One (\$1.00) Dollar per value common stock. All of said stock shall be payable in cash, property (real or personal), or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE 5 - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series, as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (or nearly as may be done without the issuance of fractional shares) at this price at which is offered to others.

ARTICLE 6 - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation shall be 1165B East Atlantic Avenue, Delray Beach, Florida 33483. The name of the initial registered agent of this corporation shall be James L. Drake.

ARTICLE 7 - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time by changing the By Laws, or by enacting a resolution at a meeting of the Board of Directors and shareholders, but shall never be less than one. The name and address of the initial directors of this corporation is:

NAME

ADDRESS

James L. Drake

1165B East Atlantic Avenue
Delray Beach, Florida 33483

ARTICLE 8 - OFFICERS

The initial officer of this corporation shall be:

President / Vice President /
Treasurer / Secretary

James L. Drake

ARTICLE 9 - INCORPORATION

The name and address of the person signing these Articles of Incorporation and the principal office address of said corporations shall be:

NAME

ADDRESS

James L. Drake

1165B East Atlantic Avenue
Delray Beach, Florida 33483

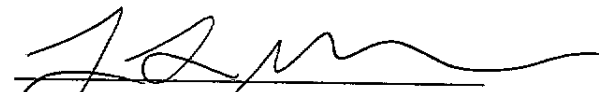
ARTICLE 10 - INDEMNIFICATION

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

ARTICLE 11 - AMENDMENT

This corporation reserves the right to amend, or repeal, any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day April 2001.


James L. Drake
Incorporator / President

STATE OF FLORIDA)
)SS: AFFIDAVIT
COUNTY OF PALM BEACH)

Before me, a Notary Public, authorized to take oaths and acknowledgments in the State and County aforesaid, personally appeared **James L. Drake**, known to me, and by me, to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

I WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 16 day of April 2001.


Notary Public - State of Florida

My Commission Expires:



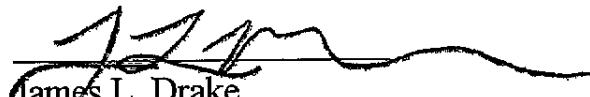
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
MAILING AGENT UPON WHOM PROCESS MAY BE SERVICED

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

James L. Drake desiring to organize under the laws of the State of Florida with its principle office, as indicted in the Articles of Incorporation at 1165B East Atlantic Avenue, Delray Beach, Florida 33483, to accept service of process within this State.

ACKNOWLEDGMENT:

Having been name to accept service of process for the above State Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the Provision of said act relative to keeping open said office.


James L. Drake
(Registered Agent)

FILED
01 MAY -3 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA