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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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-06/15/01--01035--018

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. LAUREN ADAMS GALLERY, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 JUN 15 PM 1:31
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☒ Pick up time 2.00

☐ Will wait

☒ Certified Copy

☐ Certificate of Status

☐ Photocopy

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

2001 JUN 15 PM 3:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

Examiner's Initials

6/15/01

EFFECTIVE DATE

10/13/01

FILED

**ARTICLES OF INCORPORATION
OF**

2001 JUN 15 PM 3:04

LAUREN ADAMS GALLERY, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber who is of legal age and competent for the purposes of forming a corporation under the laws of the State of Florida, hereby adopts and acknowledges the following Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be:

LAUREN ADAMS GALLERY, INC.

The principal address of the Corporation shall be:

**7235 MILL RUN CIRCLE
NAPLES, FL 34109**

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on is an art gallery and accessories to the same extent as natural persons might or could do and specifically the Corporation may engage in any activity or business permitted under the laws of the United States of America and/or the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: *\$1.00 par value, 500 shares authorized, issued and outstanding.*

Said stock shall be payable in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, at such valuations as may be determined, from time to time, by the Board of Directors of the Corporation.

ARTICLE IV

This Corporation shall exist perpetually, unless sooner dissolved according to law, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE V

The street address of the initial registered office of this Corporation is **7235 MILL RUN CIRCLE, NAPLES, FL 34109** and the name of the initial registered Agent of this Corporation at that address is **ALEX PINEIRO**.

ARTICLE VI

The number of Directors of this Corporation shall initially be *two* (2). The Corporation shall be managed by the Board of Directors. The exact number of Directors may be increased or decreased, from time to time, by the Laws of the Corporation, but at no time shall there be less than one Director.

The names and street addresses of the initial Directors of the Corporation, who shall hold office for the first year or until successors are elected or appointed and have qualified, shall be:

NAME:

ADDRESS:

Alex Pineiro

7235 Mill Run Circle
Naples, FL 34109

Kelly Fredrickson

7235 Mill Run Circle
Naples, FL 34109

ARTICLE VII

The names and mailing addresses of the Subscriber and the number of shares of stock are:

NAME:

ADDRESS:

SHARES:

Alex Pineiro

7235 Mill Run Circle
Naples, FL 34109

500

Kelly Fredrickson

7235 Mill Run Circle
Naples, FL 34109

500

ARTICLE VIII

No contract or other transaction between this Corporation and any other corporation, partnership, person, or other entity and no act of any of the directors, officers, or stockholders of this Corporation are pecuniarily or otherwise interested therein, or are directors, officers or stockholders thereof. Any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director, an officer or a stockholder of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director, officer, or stockholder of such other corporation, or not so interested.

ARTICLE IX

This Corporation reserves the right to name, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, in the manner now or herein prescribed by statute, and any rights conferred upon the stockholders are subject to this reservation.

The private property of the Stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The Corporation shall have a first lien on the share of its members, and upon the dividends due them, for any indebtedness of such members to the Corporation.

IN WITNESS WHEREOF, the undersigned, being the original Subscriber to the capital stock hereinabove names, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and agreeing to take the number of shares hereinabove set forth this 13 day of June, 2001.

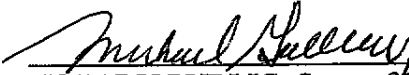


ALEX PINEIRO

STATE OF FLORIDA
COUNTY OF

BEFORE ME, the undersigned authority, personally appeared to me and well known to me to be the individual described in, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at said County and State, this 13 June, 2001.



NOTARY PUBLIC, State of Florida
My Commission Expires:



Michael Goldberg
Commission # 00380885
Expires Dec. 17, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served in compliance with section 48.091, Florida statutes, the following is submitted:


FIRST that **LAUREN ADAMS GALLERY, INC.** wants to organize or qualify under the laws of the State of Florida, with its principal place of business located in the city of **NAPLES**, State of **FLORIDA** and has named **ALEX PINEIRO**, from the city of **NAPLES**, State of **FLORIDA**, as its agent to accept service of process within Florida.



ALEX PINEIRO/President

6/13/01
Date

Having been named to accept service of process for the above state Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



ALEX PINEIRO/Registered Agent

6/13/01
Date