

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Boca Art + Frame, Inc.

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DIVISION OF CORPORATIONS
2001 JUN 18 AM 11:07
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Signature _____

Requested by: KC 6/18

Name _____

Date 6/18

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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 _____

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Annual Report / Reinstatement _____

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Cert. Copy _____

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Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

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Fictitious Owner Search _____

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01 JUN 18 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN JUN 18 2001

ARTICLES OF INCORPORATION

OF

Boca Art & Frame, Inc.

FILED
01 JUN 18 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, desiring to form a Corporation for the hereinafter stated, under and pursuant to Chapter 607 of the Florida Statutes, do hereby declare as follows:

I. NAME

The name of the Corporation shall be Boca Art & Frame, Inc.

II. BUSINESS AND POWERS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

III. STOCK

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be One Thousand (1000) shares of common stock having a par value of \$1.00 (One Dollar) per share. The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the Incorporators or by the Directors at a meeting called for such purpose or at the organizational meeting.

IV. MINIMUM CAPITAL

The amount of capital with which this Corporation will begin business shall not be less than five hundred (\$500.00) dollars.

V. TERM OF EXISTENCE

This Corporation shall have a perpetual existence.

VI. PRINCIPAL OFFICE

The principal office or place of business of the Corporation shall be located at 3001 Sherwood Blvd. Delray Beach, Florida 33445.

VII. BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of not less than one (1) and not more than nine (9).

VIII. INITIAL DIRECTORS

The names and addresses of the first Board of Directors, who subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified are:

NAME and ADDRESS:

David A. Wintermyer
3001 Sherwood Blvd.
Delray Beach, Florida 33445

IX. INCORPORATORS

The name and address of the initial incorporator is:

NAME and ADDRESS:

David A. Wintermyer
3001 Sherwood Blvd.
Delray Beach, Florida 33445.

X. ASSIGNMENT OF SUBSCRIPTION RIGHTS

The original incorporator of the Corporation shall have the right, upon its organization, to assign and deliver their subscriptions of stock to any other person, or to firms or corporation who may hereafter become subscribers to the capital stock of the Corporation who, upon acceptance of such assignment, shall stand in lieu of the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

XI. MANAGEMENT

The Corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida.

XII. TRANSACTIONS WITH RELATED PARTIES

No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or

officer of, or are the directors or officers of such other corporations, and any director or directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of the Corporation with any person or persons, firms or corporation in absence of fraud, shall be effected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to be interested in such contract, act or transaction or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be otherwise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

XIII. CUMULATIVE VOTING

At all elections of Directors of the Corporation, each common shareholder shall be entitled to as many votes as shall equal the number of votes which (except for this provision) he would be entitled to cast for the election of Directors with respect to his shares, multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director or may distribute them among the number to be voted for, or any

two or more of them, as he may see fit.

XIV. PRE-EMPTIVE RIGHTS

No shareholder of the Corporation shall have a pre-emptive right.

XV. INDEBTEDNESS

The highest amount of indebtedness or liability to which this Corporation may at any time subject itself to is unlimited.

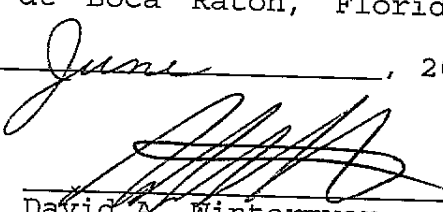
XVI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3001 Sherwood Blvd., Delray Beach, Florida 33445 the name of the initial registered agent of this Corporation at that address is David A. Wintermyer

XVII. EFFECTIVE DATE

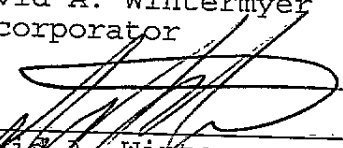
The effective date of this Corporation shall be the date as filed in the Secretary of State's Office in Tallahassee, Florida.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation at Boca Raton, Florida, Palm Beach County this 15 day of June, 2001.



David A. Wintermyer
Incorporator

(Seal)



David A. Wintermyer
Registered Agent

(Seal)

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this
15 day of June, 2001, by DAVID A.
WINTERMYER who ~~is personally known to me or~~ who has produced
~~as~~ identification and who did take
an oath.

NOTARY PUBLIC:

sign: Nancy B. Kummer

print: NANCY B. KUMMER

State of Florida at Large (Seal)

My Commission Expires:

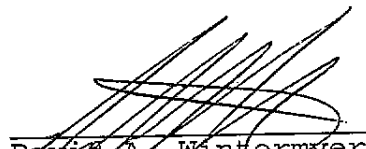
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

FILED
01 JUN 18 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

First, that BOCA ART & FRAME, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 3001 Sherwood Blvd., Delray Beach, Florida 33445 has named DAVID A. WINTERMYER, as its agent whose office address is 3001 Sherwood Blvd., Delray Beach Raton, Florida 33445, to accept service of process within this state.

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.


David A. Wintermyer
Registered Agent