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PO1000074175
July 23, 2001

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Picture Warehouse of Ellenton, Inc.

400004499674--8
-07/26/01--01035--007
*****78.75 *****78.75

Dear Madam:

We enclose herewith for filing the original and one copy of the Articles of Incorporation for the above named corporation, together with a check to your order in the amount of \$78.75 representing the filing fee.

Please return a certified copy of these Articles to the undersigned when they have been filed.

Thank you for your attention to this matter.

Sincerely,


Daniel D. Peck

DDP:jfm

Encs.

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FILED
01 JUL 26 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PICTURE WAREHOUSE OF ELLENTON, INC.

01 JUL 26 PM 12:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLE I
NAME AND ADDRESS

The name of this corporation is PICTURE WAREHOUSE OF ELLENTON, INC.
and its principal address is 6062 Taylor Road, Naples, Florida 34109.

ARTICLE II
DURATION

This corporation shall exist perpetually commencing on the date of execution of
these Articles of Incorporation.

ARTICLE III
PURPOSE

This corporation is organized to engage in the business of operating stores, selling
pictures, mirrors and home furnishings, and for all other purposes allowed a Florida
corporation.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par
value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6062 Taylor Road, Naples, Florida 34109, and the name of the initial registered agent of this corporation at that address is S. LARRY PALINCHAK.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are: Robert S. Comeriato, 1912 Princess Court, Naples, Florida 34110; S. Larry Palinchak, 2255 Imperial Golf Course Boulevard, Naples, Florida 34110; Daniel Alvo, 1316 S.E. 29th Street, Cape Coral, Florida 33904; and Amy Anne Gordon, 3532 Copley Road, Copley, Ohio 44321.

ARTICLE VII

INCORPORATORS

The names and addresses of the persons signing these Articles are: Robert S. Comeriato, 1912 Princess Court, Naples, Florida 34110 and S. Larry Palinchak, 2255 Imperial Golf Course Boulevard, Naples, Florida 34110.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

SHAREHOLDER QUORUM

Fifty-one percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE X

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

ARTICLE XI

NO REMOVAL OF DIRECTORS

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law against all expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for a criminal act, gross negligence or willful misconduct.

An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

ARTICLE XIII

PREEMPTIVE RIGHTS

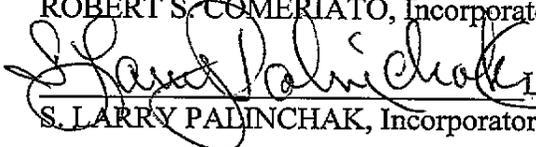
Every shareholder upon the issuance or sale of any new stock of this corporation of the same kind or class as that which he already owns, shall have the preemptive right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered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

ARTICLE XIV

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them by a two-thirds vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 9th day of July, 2001.


L.S.
ROBERT S. COMERIATO, Incorporator

L.S.
S. LARRY PALINCHAK, Incorporator

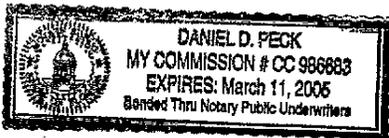
STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, appeared ROBERT S. COMERIATO and S. LARRY PALINCHAK, personally known to me to be the persons who executed these Articles of Incorporation, and they acknowledged before me that as their free act he executed these Articles of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 9th day of July, 2001.

Daniel D Peck

Notary Public
Daniel D Peck
My Commission Expires:



I, S. LARRY PALINCHAK, agree to serve as resident agent and accept service for PICTURE WAREHOUSE OF ELLENTON, INC., at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.0505 of the Florida Statutes in keeping said office open.

Dated this 9th day of July, 2001.

S. Larry Palinchak

S. LARRY PALINCHAK