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Reply To:

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July 24, 2001

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Re: Art In Public Places, Inc.

Dear Sir or Madam:

Enclosed are the following:

1. ~~Amended and Restated~~ Articles of Incorporation for the above referenced company for filing;
2. A check in the amount of \$43.75 for the filing fee and for a certified copy of the filing; and
3. A return postage prepaid envelope to return the certified copy of the filing to my attention.

Please note that the registered agent for service of process has not changed from the initial filing of the company's articles of incorporation and therefore no fee is included for a new registered agent designation. If you have any questions please contact me at the number listed above.

Very truly yours,

Robert J. Burnett

Robert J. Burnett
For the Firm

RJB/cm

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK AUG 9 1 2001

ARTICLES OF INCORPORATION
OF
ART IN PUBLIC PLACES, INC.

FILED
01 AUG -1 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: ART IN PUBLIC PLACES, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 3350 Lake Padgett Drive, Land O Lakes, Florida 34639.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, par value \$.001 per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Bradley Arthur
3350 Lake Padgett Drive
Land O Lakes, Florida 34639

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

ARTICLE VIII
INITIAL DIRECTOR

The name and address of the initial Director of this Corporation is:

Bradley Arthur
3350 Lake Padgett Drive
Land O Lakes, Florida 34639

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX
INCORPORATOR


The name and address of the person signing these Articles of Incorporation as the Incorporation
is

Bradley Arthur
3350 Lake Padgett Drive
Land O Lakes, Florida 34639

ARTICLE X
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation
to the fullest extent permitted by Florida law.

IN WITNESS WHEREOF, the undersigned Incorporation has executed the foregoing
Articles of Incorporation on July 11, 2001.



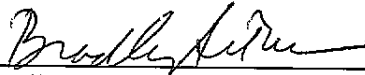
Bradley Arthur, Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS

ART IN PUBLIC PLACES, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 3350 Lake Padgett Drive, Land O Lakes, Florida 34639 has named Bradley Arthur, whose address is 3350 Lake Padgett Drive, Land O Lakes, Florida 34639 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



Bradley Arthur

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA