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David L. Petersen's Direct Dial
941-434-49259

September 13, 2001

Attention: Ms. Betty Young
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-10/09/01--01038--006
*****78.50 *****78.50

Re: Page Penna Art, Inc.

Dear Ms. Young:

Enclosed is an original and one copy of the Articles of Incorporation for filing with the Florida Division of Corporations regarding the above-referenced corporation, together with a check in the amount of \$78.50 for the filing fee. Please provide me with a certified copy of the Articles of Incorporation. Thank you for your assistance in this matter.

Very truly yours,

Quarles & Brady LLP



David L. Petersen

DLP/kg
Enclosures

FILED
2001 OCT -9 AM 11:01
SEAL, DEPT OF STATE
TALLAHASSEE, FLORIDA

10/10/01

FILED

2001 OCT -9 AM 11:01

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
PAGE PENNA ART, INC.

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is **PAGE PENNA ART, INC.**

ARTICLE II

Principal Office

The initial principal office of the corporation is located at 409 Ashbury Way, Naples, Florida 34110.

ARTICLE III

Purpose

The purpose for which the corporation is organized is to engage in the business of creating, marketing, and selling 1) fine art, sculptures, murals, and commissioned art and portraits, and 2) advertising, graphic design, computer generated designs and specialty products and, in addition, to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE IV

Shares

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares, consisting of one class only, designated as "Common Stock," of the par value of One Dollar (\$1.00) per share.

ARTICLE V
Directors

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the By-Laws.

ARTICLE VI
Right to Purchase Own Shares

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

ARTICLE VII
Registered Office and Agent

The address of the initial registered office of the corporation is 409 Ashbury Way, Naples, Florida 34110, and the name of its initial registered agent at such address is Page Penna.

ARTICLE VIII
Incorporator

The name and address of the incorporator is: Page Penna, 409 Ashbury Way, Naples, Florida 34110.

IN WITNESS WHEREOF, these Articles have been executed this 28 day of September, 2001.



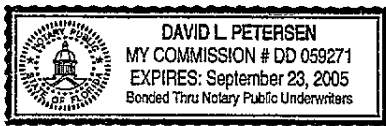
Page Penna, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

2001 OCT -9 AM 11:01

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The foregoing instrument was acknowledged before me this 28 day of September, 2001
by Page Penna, [X] who is personally known to me.



David L. Petersen
NOTARY PUBLIC

DAVID L. PETERSEN
Typed or printed name of notary
MY COMMISSION EXPIRES:

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Having been named in the foregoing Articles of Incorporation as registered agent to accept service of process for the said corporation at the place designated in such Articles, the undersigned certifies that she is familiar with and accepts the appointment as registered agent and the obligations thereof, and agrees to act in such capacity.

Page Penna
Page Penna, Registered Agent

September 28, 2001
Date