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HERDMAN & SAKELLARIDES, P.A.

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March 26, 2002

FILED
02 APR -1 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Re: Articles of Incorporation of M.L. KOLBE ART STUDIO, INC.

Dear Secretary of State:

800005179858--7
-04/01/02--01063--014
*****78.75 *****78.75

Enclosed for filing with the Division of Corporations, please find the following:

1. Original and one copy of the Articles of Incorporation for M.L. KOLBE ART STUDIO, INC.; and
2. Check in the amount of \$78.75 to cover the cost of such filing.

Please send a conformed copy of the Articles to my office once they have been filed. If you should have any questions, please do not hesitate to contact me.

Very truly yours,

HERDMAN & SAKELLARIDES, P.A.


John M. Sakellarides

JMS/lsg
Enclosures

gk 4/8

ARTICLES OF INCORPORATION
OF
M.L. KOLBE ART STUDIO, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be M.L. KOLBE ART STUDIO, INC., and its principal address is 123 East Court Street, Tarpon Springs, Florida 34689.

ARTICLE II

This corporation shall have perpetual existence which shall commence at the time of the filing of these Articles of Incorporation with the Department of State.

ARTICLE III

The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes. The corporation shall also have all other powers provided in the statutes of the State of Florida.

ARTICLE IV

The corporation is authorized to issue 100 shares of common stock at a par value of \$1.00 per share.

ARTICLE V

The amount of capital with which this corporation shall begin business shall be not less than \$100.00.

ARTICLE VI

The initial registered agent for this corporation is **Mitch Kolbe**, and the initial registered office is located at 123 East Court Street, Tarpon Springs, Florida 34689.

ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be one (1). The number of Directors may be either increased or decreased from time to time as provided for in the By-Laws.

ARTICLE VIII

The names and street addresses of each member of the initial Board of Directors is:

Mitch Kolbe
123 East Court Street
Tarpon Springs, Florida 34689

They shall hold office until the first annual meeting of stockholders.

ARTICLE IX

The names and addresses of each of the initial officers of the corporation are as follows:

Mitch Kolbe	President/Secretary/Treasurer
123 East Court Street	
Tarpon Springs, Florida 34689	

ARTICLE X

Subject to the provisions of the Florida Statutes, stockholders' meetings may be held at any place designated by the Directors.

ARTICLE XI

The following additional provisions are inserted for the conduct of the affairs of the corporation:

(a) The corporation may incur any indebtedness in any amount which is in the best interest of the corporation.

(b) The Board of Directors of the corporation is hereby authorized and empowered, from time to time, at its discretion, to:

- (i) Make and amend By-Laws of the corporation;
- (ii) establish such reserves as the Board may deem necessary and in the best interests of the corporation and to set such funds aside for the purpose of the reserve.

The undersigned original subscriber(s) have executed these Articles of Incorporation for the purposes herein expressed.


Mitch Kolbe

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared, MITCH KOLBE, one of the officers and subscribers of M.L. KOLBE ART STUDIO, INC., and he acknowledged

that he signed the foregoing Articles of Incorporation for the purposes expressed therein.

To me personally known: ✓
Identification shown: _____

Laurie George
NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires: May 26, 2005
Commission # DD 018042
Bonds Thru
Atlantic Bonding Co., Inc.

FILED
02 APR -1 AM 8:36
CLERK OF STATE
TREASURY OF FLORIDA

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for M.L. KOLBE ART STUDIO, INC., at the office designated in the foregoing Articles of Incorporation, the undersigned hereby accepts the designation.

Mitch Kolbe
MITCH KOLBE

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared, MITCH KOLBE, who, upon being first duly sworn, acknowledged that the foregoing Consent of Registered Agent, by him signed and sealed, in his free act and deed, this 26th day of February, 2002.

Laurie George
NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires:

To me personally known: ✓
Identification shown: _____

Laurie George
NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires: May 26, 2005
Commission # DD 018042
Bonds Thru
Atlantic Bonding Co., Inc.