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TALLAHASSEE, FLORIDA

02 JUN 21 AM 11:09

ACCOUNT NO. : 072100000032

REFERENCE : 634610 7117422

AUTHORIZATION : *Patricia Pizoto*

COST LIMIT : \$ 78.75

ORDER DATE : June 21, 2002

ORDER TIME : 2:07 PM

ORDER NO. : 634610-005

CUSTOMER NO: 7117422

CUSTOMER: Ms. E. Gale Brock
Katz & Green

800005914308--3

1 Florida Park Drive South

Palm Coast, FL 32137

DOMESTIC FILING

NAME: ABSOLUTE AMERICANA GALLERY,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

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DIVISION OF REVENUE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

02 JUN 21 AM 11:10

of

ABSOLUTE AMERICANA GALLERY, INC.

The undersigned incorporators of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

ABSOLUTE AMERICANA GALLERY, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is the sale and distribution of art and the operation of an art gallery, and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock at a par value of \$.0001. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The street address of the initial principal office of this corporation is 77 Bridge Street, St. Augustine, FL 32084. The Board of Directors may, from time to time, move the principal office to any other address in Florida. The mailing address of the corporation is 58 Island Estates Parkway, Palm Coast, FL 32137.

ARTICLE VI. DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased from time to time, by By-Laws adopted by the stockholders.

ARTICLE VII. INCORPORATORS

The name and address of each incorporator executing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
B. PAUL KATZ	Atrium Suite 1 Florida Park Dr., South Palm Coast, Florida 32137

ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be B. PAUL KATZ, Atrium Suite, 1 Florida Park Drive South, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation.



B. PAUL KATZ, Incorporator

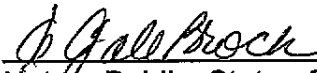
STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared B. PAUL KATZ to me personally known to be the persons described as incorporators in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

this 19 WITNESS my hand and official seal in the County and State named above day of June, 2002.



E Gale Brock
My Commission DD064565
Expires November 11, 2005



Notary Public, State of Florida at Large
My commission expires:


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TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED FOR
ABSOLUTE AMERICANA GALLERY, INC.**


IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT THE UNDERSIGNED INCORPORATOR, DESIRING TO ORGANIZE
OR QUALIFY THE ABOVE REFERENCED CORPORATION UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 77 BRIDGE
STREET, ST. AUGUSTINE, FLORIDA 32084, HAS NAMED B. PAUL KATZ, LOCATED
AT Atrium Suite, 1 Florida Park Drive South, Palm Coast, FL 32137, AS ITS
REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.



Incorporator
DATE: June 19, 2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



REGISTERED AGENT
DATE: June 19, 2002