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July 30, 2002

Secretary of State  
Corporate Records Bureau  
Divisions of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: PROCTOR GALLERIES, INC.

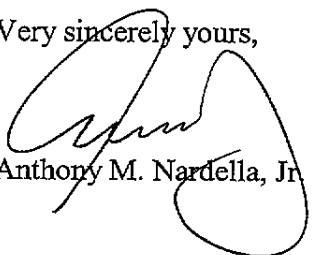
Gentlemen:

Enclosed please find an original and a copy of the Articles of Incorporation for the above referenced corporation along with our check no.5299 made payable to the Secretary of State in \$70.00 in order to defray your filing fee.

Please return the file stamped copy of the Articles of Incorporation to the undersigned at your earliest convenience.

If you should have any questions, please feel free to contact the undersigned.

Very sincerely yours,

  
Anthony M. Nardella, Jr.

AMN/bjw

Enclosures

cc: Candace Cosimato

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FILED  
02 JUL 31 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8/7/31

ARTICLES OF INCORPORATION

OF

PROCTOR GALLERIES, INC.

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02 JUL 31 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is PROCTOR GALLERIES, INC.

ARTICLE II

The existence of the corporation shall begin immediately upon filing with the Florida Department of State.

ARTICLE III

The street address of the principal office of the Corporation is 3702 Edgewater Drive, Orlando, Florida 32804.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 10,000, all of which shall be Common Shares with a par value of \$.01. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 3702 Edgewater Drive, Orlando, Florida 32804. The initial registered agent for the Corporation at that address is CANDACE COSIMATO.

ARTICLE VI

The initial board of directors shall consist of (2) members, but the number of directors may be increased or decreased in accordance with the Bylaws of the Corporation. The names and addresses of the persons who will serve on the initial board of directors are:

Name	Address
CANDACE COSIMATO	921 Sherrington Road, Orlando, Florida 32804
LAURA BELLE PICCOLO	1067 Old Bush River Road, Chapin, South Carolina 29036

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name	Address
CANDACE COSIMATO	921 Sherrington Road Orlando, Florida 32804

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TALLAHASSEE, FLORIDA

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of July, 2002.

Candace Cosimato  
Name: CANDACE COSIMATO

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PROCTOR GALLERIES, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date: July 30, 2002

Candace Cosimato  
Name: CANDACE COSIMATO