

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO20000096988

Waters Edge Gallery, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SEP 11 2002
TALLAHASSEE, FLORIDA

Signature _____

Requested by: _____

Name _____

9/9/02
Date

10:27
Time

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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ARTICLES OF INCORPORATION
OF
WATER'S EDGE GALLERY, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be Water's Edge Gallery, Inc.

ARTICLE II PRINCIPAL OFFICE

The street address of the principal office is 4548 Pine Island Road NW, Suite A, Matlacha, Florida 33993, and mailing address of this corporation shall be 4548 Pine Island Road NW, Suite A, Matlacha, Florida 33993.

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is SEVEN THOUSAND FIVE HUNDRED (7,500) SHARES, consisting of one class only designated as "common stock," with par value of \$1.00 per share.

The Stock of the corporation shall be restricted as to transfer as follows, which restriction shall be imprinted upon the stock certificates issued by the corporation:

No stock of the corporation shall be transferred until such transfer has been proposed in writing to the Board of Directors of the corporation by written proposal filed with them stating the number of shares to be transferred, the price per share, and the name of the transferee. The Board of Directors shall within sixty (60) days after receipt of such proposal either consent to the transfer or furnish a purchaser for the shares at the same price. Failure of the Directors to act upon such a proposal within sixty days after receipt thereof shall be deemed to consent by them to the proposed transfer. No such proposed transfer shall be made until the aforesaid sixty (60) days have expired or the Board of Directors have consented thereto.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Sherry L Gibbs, and her address is 2733 Geary Street Matlacha, Florida 33993, and the designated agent by her signature hereon, does hereby declare that she is familiar with and accepts the duties, responsibilities and obligations as registered agent for said corporation pursuant to the provisions of Section 607.0501, Florida Statutes.

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Sherry L. Gibbs, at 2733 Geary Street, Matlacha, Florida 33993.

ARTICLE VI DIRECTOR

The number of the directors constituting the initial Board of Director of the corporation is one (1), and thereafter the number of directors shall be such number as is fixed from time to time by the by-laws. The initial Board of Directors shall be the following: Sherry L. Gibbs.

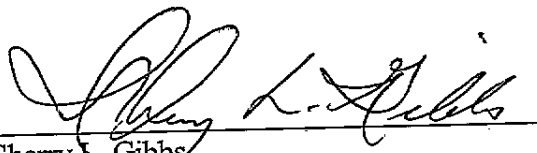
ARTICLE VII PERIOD OF EXISTENCE

The period of its existence is perpetual.

ARTICLE VIII PURPOSE

The purpose or purposes for which this corporation is organized is to engage in any lawful activities within the purposes for which a corporation may be organized under the Florida Business Corporation Law (Chapter 607 of the Florida Statutes).

The undersigned has executed these Articles of Incorporation this 6TH day of September, 2002.


Sherry L. Gibbs
Incorporator and
Registered Agent

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, SHERRY L. GIBBS, who () is personally known to me or (x) who has produced Florida Drivers License as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County and State this 10th day September, 2002.

My commission expires:

Deborah J. Scheid
Notary Public



Deborah J. Scheid
Commission # DD093885
Expires Feb. 19, 2006
Bonded Thru
Atlantic Bonding Co., Inc.