

MCNAMARA LAW FIRM, P.A.

Terrance P. McNamara, Esq.
Attorney at Law

VIA FEDERAL EXPRESS

September 30, 2002

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-10/01/02--01042--001
****140.00 *****70.00

Re: Modern Art of St. Pete, Inc.
Bridget Kelly, Inc.

Dear Department of State:

Attached please find Articles of Incorporation (in duplicate) for the above-mentioned entities.

Please file the same and return copies to my attention. A check in the amount of \$ 140.00 is enclosed.

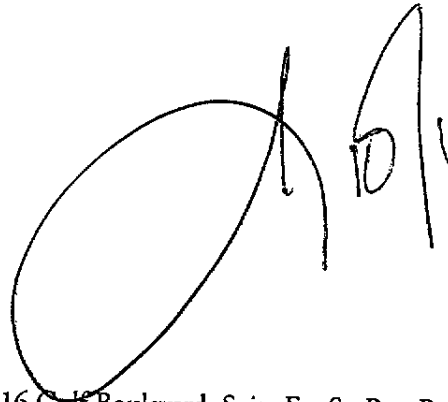
Thank you.

Sincerely,



Terrance P. McNamara, Esq.

TPM/bm



FILED
02 OCT -1 PM 2:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

MODERN ART OF ST. PETE, INC.

ARTICLE I

Name

- 1.1 The name of the corporation is Modern Art of St. Pete, Inc.

ARTICLE II

Duration

- 2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

Purpose

- 3.1 This corporation is organized to conduct any and all lawful business.

ARTICLE IV

Capital Stock

- 4.1 This corporation is authorized to issue one thousand (1000) shares, all of a single class of common stock, at one dollar (\$1.00) par value.

ARTICLE V

Preemptive Rights

- 5.1 Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI

Initial Registered Office and Agent

- 6.1 The street address of the initial principal and registered office of this corporation is 7116 Gulf Blvd., Suite E, St. Pete Beach, FL 33706, and the name of the initial registered agent of this corporation is Terrance P. McNamara, Esq.

ARTICLE VII

Initial Board of Directors

- 7.1 This corporation shall have three (3) directors initially.
- 7.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).
- 7.3 The name and address of the initial directors of this corporation are:

Ryszard J. Jurkiewicz
7979 Sailboat Key, #504
South Pasadena, FL 33702

Ryszard Pakula
7979 Sailboat Key, #504
South Pasadena, FL 33702

Andrzej Gawlik
845 S. Gulfview Blvd.
Clearwater Beach, FL 33767

ARTICLE VIII

Incorporator

- 8.1 The name and address of the Incorporator and person signing these Articles is:

Terrance P. McNamara, Esq.
7116 Gulf Blvd., Suite E
St. Pete Beach, FL 33706

ARTICLE IX

Indemnification

- 9.1 The corporation shall indemnify its officers, directors, incorporators and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X

Amendment

- 10.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber and incorporator has executed these Articles of Incorporation on this 30th day of SEPTEMBER, 2002.



Terrance P. McNamara, Esq.,
Incorporator

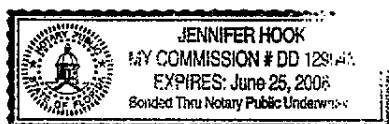
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Terrance P. McNamara, Esq., well known to me to be the person described above, and he acknowledged to me that he executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 30 day of September, 2002.


NOTARY PUBLIC

My Commission Expires:



CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for Modern Art of St. Pete, Inc. at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.

Terrance P. McNamara

Terrance P. McNamara, Esq.

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Terrance P. McNamara, Esq., and he acknowledged that he executed the foregoing Consent of Registered Agent for the purposes therein expressed on behalf of the corporation.

SWORN TO AND SUBSCRIBED before me this 30th day of September, 2002.

Jennifer Hook
NOTARY PUBLIC

My Commission Expires:



FILED
02 OCT -1 PM 2:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA