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LAW OFFICES  
**JOHNSON & KOEPEL, P.L.**  
27 SOUTH ORANGE AVENUE  
SUITE TWO  
SARASOTA, FLORIDA 34236  
TELEPHONE (941) 906-1480  
FACSIMILE (941) 906-1470

ROBERT M. JOHNSON

RONALD E. KOEPEL\*  
\*also admitted in Illinois

June 23, 2003

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

In Re: JOEL ELKES ARTWORKS, INC.

To Whom It May Concern:

We are enclosing Articles of Incorporation of JOEL ELKES ARTWORKS, INC., and a check for \$125.00 for filing.

Please transmit the Certificate of Incorporation and certified copy of the Articles to the undersigned at the above address.

Very truly yours,

JOHNSON & KOEPEL, P.L.



Robert M. Johnson

RMJ/mb

Encl: Check \$125.00

Articles of Inc., in duplicate

**ARTICLES OF INCORPORATION  
OF  
JOEL ELKES ARTWORKS, INC.**

We, the undersigned, hereby execute this document for the purpose of becoming a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is **JOEL ELKES ARTWORKS, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The street address of the principal office of the corporation is 1516 Pelican Cove Road – GR 243, Sarasota, FL 34231.

**ARTICLE III - DURATION**

This corporation shall have perpetual existence.

**ARTICLE VI - PURPOSES**

The purposes for which the corporation is organized are:

A. To do any and all things or to engage in any activities in which corporations doing business in the State of Florida are authorized to engage by the general corporation laws.

**ARTICLE V - CAPITAL STOCK**

The aggregate number of shares which the corporation has the authority to issue is 7,000, all of which shall be common shares with par value of \$1.00 per share.

**ARTICLE VI - PREEMPTIVE RIGHTS GRANTED**

Each share holder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

**ARTICLE VII - REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 1516 Pelican Cove Road – GR 243, Sarasota, FL 34231, and the name of the initial registered agent at such address is **JOEL ELKES**.

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## **ARTICLE VIII - DIRECTORS**

The first Board of Directors of the corporation shall consist of:

JOEL ELKES  
1516 Pelican Cove Road – GR 243  
Sarasota, Florida 34231

SALLY RUTH LUCKE-ELKES  
1516 Pelican Cove Road – GR 243  
Sarasota, Florida 34231

## **ARTICLE IX - INCORPORATORS**

The name and address of the incorporators are:

JOEL ELKES  
1516 Pelican Cove Road – GR 243  
Sarasota, Florida 34231

SALLY RUTH LUCKE-ELKES  
1516 Pelican Cove Road – GR 243  
Sarasota, Florida 34231

## **ARTICLE X - OFFICERS**

Section 1: The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws. The duties of each officer shall be set forth in the By-Laws.

Section 2: The names of the persons who are to serve as officers of the corporation for the ensuing year, or until the first annual meeting of the corporation, are:

### OFFICE

### NAME AND ADDRESS

President

JOEL ELKES  
1516 Pelican Cove Road – GR 243  
Sarasota, Florida 34231

Vice President

SALLY RUTH LUCKE-ELKES  
1516 Pelican Cove Road – GR 243  
Sarasota, Florida 34231

Treasurer

JOEL ELKES  
1516 Pelican Cove Road – GR 243  
Sarasota, Florida 34231

Secretary

SALLY RUTH LUCKE-ELKES  
1516 Pelican Cove Road – GR 243  
Sarasota, Florida 34231

#### ARTICLE XI - MAJORITY CONSENT VOTING

Any action required or permitted by the Florida Corporation Act at an annual or special meeting of Stockholders may be taken without a meeting, without prior written notice and without a vote if consented to in writing by the holders of outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt written notice of the taking of said action shall be given to the nonconsenting Stockholders by (among other methods) mailing said notice to said Stockholders by first class mail, postage prepaid, to their address of record.

#### ARTICLE XII - COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on June 10, 2003.

IN WITNESS WHEREOF, I have subscribed my name this 10 day of June, 2003.

Joel Elkes  
JOEL ELKES

Sally Lucke Elkes  
SALLY LUCKE-ELKES

STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this 10<sup>th</sup> day of June, 2003, before me, an officer duly authorized and acting, personally appeared Joel Elkes and Sally Ruth Lucke-Elkes to me known to be the individuals described in and who executed the foregoing instrument and acknowledged then and there before me that they executed said instrument.

WITNESS my hand and official seal in the County and State aforesaid this the day and year last above written.



Ronald E Koepsel  
My Commission DD200123  
Expires April 03, 2007

*Ronald E. Koepsel*

Notary Public

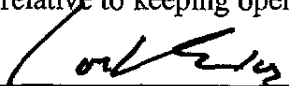
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted in compliance with said Act:

That **JOEL ELKES ARTWORKS, INC.**, desiring to organize under the laws of the  
State of Florida with its principal office as indicated in the Articles of Incorporation at Manatee,  
Florida, has named **JOEL ELKES**, 1516 Pelican Cove Road – GR 243, Sarasota, Florida  
34231, as its agent to accept process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation,  
at the place designated in this certificate, I hereby accept to act in this capacity and agree to  
comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
**JOEL ELKES**  
Resident Agent

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TALLAHASSEE, FLORIDA  
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