

FROM: HOLLAND AND KNIGHT

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2003 JUL 17 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

St. Matthews Gallery, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 04 |
| Estimated Charge | \$70.00 |

07-17-03

**ARTICLES OF INCORPORATION
OF
ST. MATTHEWS GALLERY, INC.**

The undersigned, acting as incorporator of International Gallery Equity Investment Company under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

St. Matthews Gallery, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be 7307 Sandscove Court, Suite 11, Winter Park, Florida 32792.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of 0.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Douglas S. McReynolds, 4032 Gilder Rose Place, Winter Park, Florida 32792.

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ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director are:

| <u>Name</u> | <u>Address</u> |
|-----------------------|--|
| Douglas S. McReynolds | 4032 Gilder Rose Place Winter Park, Florida 32792 |
| William H. Moseley | 7015 Sugarwood Court Louisville, Kentucky 40241 |

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator are:

| <u>Name</u> | <u>Address</u> |
|------------------|---|
| Lee Stuart Smith | P.O. Box 1526 Orlando, Florida 32802 |

The incorporator of the corporation assigns to this corporation its rights under Section 607.0201, Florida Statutes, to constitute a corporation, and assigns to those persons designated by the board of directors any rights the incorporator may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

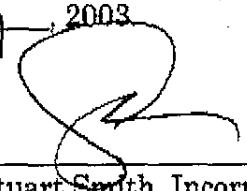
The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be

approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13 day of July, 2003



Lee Stuart Smith, Incorporator

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

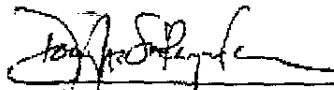
Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That St. Matthews Gallery, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, 7307 Sandscove Court, Suite 11, City of Winter Park, County of Orange, State of Florida, has named Douglas S. McReynolds, located at 4032 Gilder Rose Place, City of Winter Park, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: July 13, 2003



Douglas S. McReynolds

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