

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 205-0381

From:

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Account Number : 075500004387

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FLORIDA PROFIT CORPORATION OR P.A.

TK Galleries of SW Florida, Inc.

Certificate of Status	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
TK GALLERIES OF SW FLORIDA, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (the "Act"), hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is TK GALLERIES OF SW FLORIDA, INC. (the "Corporation").

ARTICLE II

EFFECTIVE DATE

The effective date of these Articles of Incorporation shall be the date the Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE III

PRINCIPAL OFFICE

The street address of the initial principal office is 6708 Benjamin Road, Suite 800, Tampa, Florida 33634.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue Ten Thousand (10,000) shares of common stock, \$.001 par value per share.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Julio C. Esquivel, Esq.
101 E. Kennedy Blvd., Suite 2800
Tampa, Florida 33602

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ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three directors to hold office until the first annual meeting of shareholders and until their successors shall have been elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial directors of the Corporation are:

Gene Windfeldt
139 Barefoot Circle
Bonita Springs, FL 34134

Michael Windfeldt
11027 Blaine Top Place
Tampa, FL 33626

Gregory Windfeldt
139 Barefoot Circle
Bonita Springs, FL 34134

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles as Incorporator are:

Julio C. Esquivel, Esq.
101 E. Kennedy Blvd., Suite 2800
Tampa, Florida 33602

ARTICLE IX
DIRECTOR LIABILITY AND INDEMNIFICATION

No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida Law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3 day of September, 2003.


Julio C. Esquivel, Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

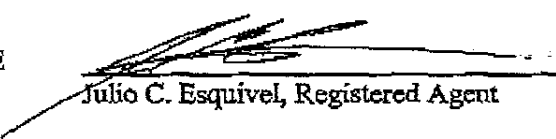
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is TK GALLERIES OF SW FLORIDA, INC.
2. The name and address of the registered agent and office are:

Julio C. Esquivel, Esq.
101 E. Kennedy Blvd., Suite 2800
Tampa, Florida 33602

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

REGISTERED AGENT SIGNATURE


Julio C. Esquivel, Registered Agent

DATE: September 5, 2003

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TALLAHASSEE, FLORIDA

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