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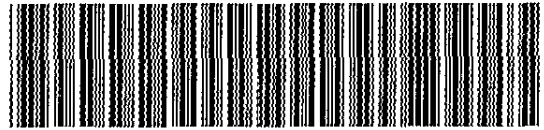
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SEP 10

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UCC FILING & SEARCH SERVICES, INC.
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HOLD
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September 10, 2003

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Passaggio Fine Arts, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

ARTICLES OF INCORPORATION
OF
PASSAGGIO FINE ARTS, INC.

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FIRST: The name of this Corporation is:

PASSAGGIO FINE ARTS, INC.

SECOND: The general purpose or purposes for which this Corporation is initially organized, and the business or objects or purposes proposed to be transacted, promoted or carried on by this Corporation, are as follows:

- (a) To transact any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act;
- (b) To provide excellence in healthcare recruitment and otherwise design, manufacture, distribute, install, repair or use, and to invest in, trade in, deal in and with, goods, wares, merchandise and other personal property, and services, of every kind, class and description;
- (c) To purchase, take, receive, lease, or otherwise acquire, own, hold, distribute, repair, manage, improve, develop, use, and otherwise deal in and with real estate or personal property of every kind, nature or description, or any interest therein, wherever situated;
- (d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets, whether the same be real, personal or mixed, tangible or intangible, and wheresoever situate;
- (e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associates, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;
- (f) To lend money to and use its credit to assist its officers and employees in accordance with the provisions of the Florida General Corporation Act;
- (g) To make guarantees and incur liabilities, borrow money at such rates of interest and upon such terms and conditions as the Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
- (h) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(i) To conduct its business, carry on its operation, and have offices and exercise the powers granted herein within or without the State of Florida;

(j) To elect or appoint offices and agents of the Corporation and define their duties;

(k) To make donations for the public welfare or for charitable, scientific or educational purposes;

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

(m) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, designed compensation plans, thrift and savings plans, and other retirement or incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of any subsidiary;

(n) To acquire, and take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in any business which this Corporation is authorized to carry on and in connection therewith to acquire the goodwill and all or any of the assets, and to assume the liabilities of any such business;

(o) To apply for, obtain, register, lease, purchase or otherwise to acquire, and to hold, use, own, operate and introduce, and to sell, assign, or otherwise dispose of any copyrights, trademarks, trade names, patents, inventions, improvements and processes used in connection with or secured under letters patent or letters copyright of the United States, or elsewhere or otherwise; and to use, exercise, develop, grant licenses in respect to or otherwise turn to account any such trademarks, patents, licenses, processes and the like, or any such property or rights;

(p) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this company with any person, firm or corporation, either private, public or municipal, or any body politic under the Government of the United States or any state thereof, so far as and to the extent that the same may be done and performed by corporations organized under the laws of the State of Florida;

(q) To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in connection with other agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers or any of them; and

(r) To exercise and enjoy all other powers, rights and privileges granted by the laws of the State of Florida and any other state in which said Corporation may qualify, to corporations of this character and as in force from time to time, so far as not in conflict therewith, or which may be conferred by all acts heretofore or hereafter amendatory of or supplemental to said laws, and the enumeration of certain powers as shown and herein specified is not intended as exclusive of, or as a

waiver of any of the powers, rights or privileges granted or conferred by laws now or hereafter in force; provided, however, that the company shall not in any state, territory, district, possession or country carry on any business or exercise any powers which a corporation organized under the laws thereof could not carry on or exercise.

THE FOREGOING CLAUSES SHALL BE CONSTRUED both as objects, purposes, and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation and are in furtherance of, and in addition to, and not in limitation of the general powers conferred by the laws of the State of Florida.

IT IS THE INTENTION that the purposes, objects and powers specified in this Article and all subdivision thereof, shall, except as otherwise expressly provided, in no way be limited or restrained by reference to or influence from the terms of any other clause or paragraph of this Article, and that each of the purposes, objects, powers, specified in this Article SECOND shall be regarded as independent purposes, objects and powers.

THIRD: The aggregate number of shares of capital stock that this Corporation is authorized to issue at any one time shall be TEN THOUSAND (10,000) shares of common stock with a par value of ONE (\$1.00) DOLLAR per share; and any and all shares issued by the Corporation shall be deemed fully paid and nonassessable and the holders of such issued shares shall not be liable to the Corporation or to its creditors in respect thereto. No stockholder shall any preemptive right to purchase or subscribe to any new issue of any type stock of this Corporation.

FOURTH: The duration of this Corporation shall be perpetual, or until dissolved by law.

FIFTH: The street and mailing address of the principal office of the Corporation is 1625 Beach Drive Northeast, St. Petersburg, Pinellas County, Florida, 33704. The initial registered agent of the Corporation at such address is Kevin D. Dyer. The initial registered office of the Corporation is 1625 Beach Drive Northeast, St. Petersburg, Pinellas County, Florida, 33704.

SIXTH: This Corporation shall have two (2) directors, initially, and the number of directors may be increased or diminished as from time to time may be determined by the

stockholders hereof, but in no event shall the number of directors of this Corporation ever be fewer than one (1) nor more than seven (7).

SEVENTH: The name and address of the initial Directors of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Stephanie M. Dyer	1625 Beach Drive Northeast St. Petersburg, Florida 33704
Kevin D. Dyer	1625 Beach Drive Northeast St. Petersburg, Florida 33704

EIGHTH: The name and address of the incorporators and subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Kevin D. Dyer	1625 Beach Drive Northeast St. Petersburg, Florida 33704

NINTH: The Board of Directors of this Corporation is authorized to make, alter, amend and repeal the bylaws of the Corporation when acting under general or special authority granted by the stockholders; to fix the compensation, if any, to be paid to officers and directors of the Corporation; to fix and vary the amount of the working capital of the Corporation and to determine what, if any, dividends shall be declared and paid; to set apart out of the funds of the Corporation for dividends a reserve or reserves for any proper purposes, or to abolish such reserve in the manner in which it was created.

The Corporation may in its bylaws confer powers upon the Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by the Statutes of the State of Florida.

TENTH: The Corporation reserves the right to amend, alter or repeal any provision contained in this Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders herein are granted subject to this reservation.

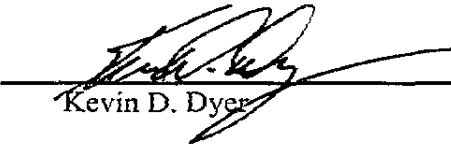
ELEVENTH: The stock of this Corporation may be issued for such consideration as may be fixed by the stockholders at a meeting or by the Board of Directors when acting under general or special authority granted by the stockholders, and may be paid for, whole, or in part, in cash or in other property, tangible or intangible, or in labor or services actually performed for the Corporation.

TWELFTH: (a) Any action of the stockholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the stockholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

(b) If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

I, THE UNDERSIGNED, being the original incorporator hereinbefore mentioned, for the purpose of forming a corporation to do business both within and without the State of Florida, and, in pursuance of the General Corporation Law of the State of Florida, do make and file this Certificate,

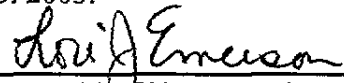
hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 9th day of September, A.D. 2003.

 (SEAL)
Kevin D. Dyer

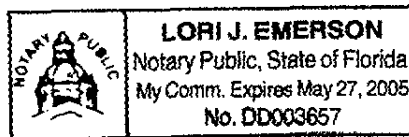
STATE OF FLORIDA :
COUNTY OF PINELLAS :

I HEREBY CERTIFY that on this day before me an officer duly authorized to administer oaths and take acknowledgments, personally appeared Kevin D. Dyer, to me well known and known to me to be the person described and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the county and state aforesaid this 9th day of September, A.D. 2003.


Notary Public [Sign Name]
Lori J. Emerson
Notary Public [Print Name]
State of Florida
My Commission Expires:

[NOTARY SEAL]



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

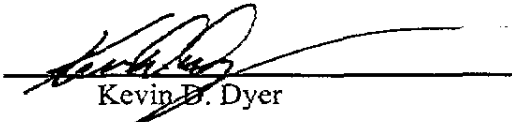
In pursuant of chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That PASSAGGIO FINE ARTS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of St. Petersburg, County of Pinellas, State of Florida, has named Kevin D. Dyer, located at 1625 Beach Drive Northeast, St. Petersburg, Pinellas County, Florida, 33704, as the agent to accept service of process with this state.

SECOND: Further, said Corporation has designated the location 1625 Beach Drive Northeast, St. Petersburg, Pinellas County, Florida, 33704, as its registered office, and said Kevin D. Dyer, as its registered agent, pursuant to the provisions of section 617.023, Florida Statutes.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office I fully accept the designation as registered agent for said Corporation.


Kevin B. Dyer

1004 Passaggio Fine Arts - Art

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