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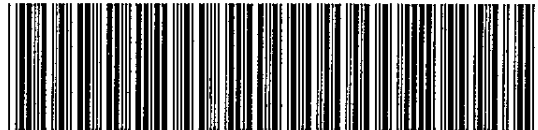
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
04 MAY 10 PM 1:01

ALLAN L. CASEY
DANIEL P. ROONEY

Law Offices
ALLAN L. CASEY
P.O. Box 7146
Winter Haven, Florida 33883-7146
863-294-4468
FAX 863-294-3947

395 Avenue C, N.W.
Winter Haven, Florida 33881

May 5, 2004
EXPRESS MAIL

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

Re: The Geneva Gallery, Inc.

Gentlemen:

Enclosed herewith in connection with the above referenced matter, please find Articles of Incorporation and Designation of Registered Agent, to be filed with your office, together with my check payable to your order in the amount of \$122.50 to be allocated as follows:

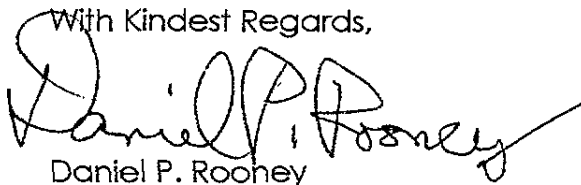
Filing Fee	\$35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	<u>52.50</u>
	\$122.50

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DIVISION OF CORPORATIONS
04 MAY 10 PM 1:01

Please forward certified copy to this office, via the enclosed envelope.

Thanking you in advance for your assistance, I am,

With Kindest Regards,


Daniel P. Rooney

cc Thomas Payne

ARTICLES OF INCORPORATION

OF

THE GENEVA GALLERY, INC.

The undersigned acting as incorporator of this corporation pursuant to Chapter 607 of the Florida Statutes hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be THE GENEVA GALLERY, INC.,

ARTICLE II - TERM OF EXISTENCE

This corporation shall exist perpetually commencing such existence as of the filing of these Articles.

ARTICLE III - GENERAL PURPOSE

The general purpose of which this corporation is organized shall be:

- (1) To operate an art gallery or art galleries.
- (2) To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.
- (3) It is intended that this corporation is organized for and may conduct and transact any or all lawful business authorized and not prohibited by

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Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The principal office of the corporation shall be at 311 Third Street NW, Winter Haven, FL 33881. The initial street address of the registered office of this corporation in the State of Florida will be 311 Third Street NW, Winter Haven, FL 33881. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this corporation at that address is THOMAS D. PAYNE. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. The initial number of Directors of this corporation shall be two (2).

B. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders, but shall never be less than one.

C. The name and street address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>
THOMAS D. PAYNE	958 LaQuinta Boulevard Winter Haven, FL 33881
CHARLINE R. PAYNE	958 LaQuinta Boulevard Winter Haven, FL 33881

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this corporation is:

<u>Name</u>	<u>Street Address</u>
THOMAS D. PAYNE	958 LaQuinta Boulevard Winter Haven, FL 33881

ARTICLE VII - AMENDMENT TO ARTICLES

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

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any registered agent, officer, director or

incorporator, or any former registered agent, officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Winter Haven, Polk County, Florida, this 6 day of May, 2004.

Thomas D. Payne
THOMAS D. PAYNE

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared THOMAS D. PAYNE, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged that he subscribed the said instrument for the uses and purposes set forth herein.

WITNESS my hand and official seal in the County and State last aforesaid this 6th day of May, 2004.



Ginger Frazier Smith
Name: GINGER FRAZIER SMITH
Notary Public - State of Florida
My commission expires: _____
Commission No. _____

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

Pursuant to Chapter 607 and Section 48.091, Florida Statutes, the following is submitted, in compliance with the Act:

FIRST -- That THE GENEVA GALLERY, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Winter Haven, State of Florida, has named THOMAS D. PAYNE as its registered agent to accept service of Process within this State.

SECOND -- That THE GENEVA GALLERY, INC.'s registered agent shall maintain his office for service of process within this state at the following street address:

311 Third Street NW
Winter Haven, FL 33881

in the County of Polk, State of Florida.

Having been named as Registered Agent for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, I acknowledge that I am familiar with and accept the obligations provided by Florida Statute Section 607.0501 (2003) and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Thomas D Payne
THOMAS D. PAYNE
Date: 05 6 04

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