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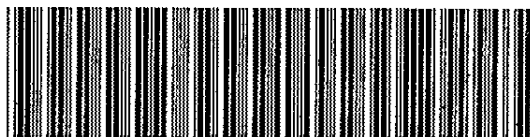
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JOHN F. McGUIRE, ESQ.
ALSO LICENSED IN MICHIGAN

ELYSE M. McGUIRE, ESQ.

JOHN A. SMITTEN, ESQ.
ALSO LICENSED IN NEW YORK

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May 20, 2004

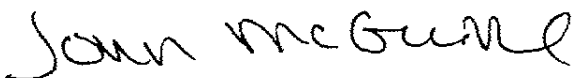
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Enclosed Articles of Incorporation

To Whom it May Concern:

Enclosed please find my client's articles of incorporation and filing fee of \$78.75. Please return a certified copy of the articles, using the enclosed envelope. Thank you for your attention to this matter if you have any question, please call.

Sincerely,



John F. McGuire, Esquire

**signed in his absence to avoid delay*

Enc/mv

Cc: client

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**ARTICLES OF INCORPORATION
OF
GARY SMITH'S ART ATTACK STUDIOS INC.,**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GARY SMITH'S ART ATTACK STUDIOS INC.

The principal place of business of this corporation shall be 1175 NE Cleveland St., Clearwater, FL 33755.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1175 NE Cleveland St., Clearwater, FL 33755 and the name of the initial registered agent of the corporation at that address is Kelley Gard.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

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ARTICLE VII. DIRECTORS

The number of directors constituting the initial Board of Directors shall be one, and the names and addresses of the persons who are to serve as members are as follows:

(1) Kelley Gard,
1175 NE Cleveland St.
Clearwater, FL 33755.

ARTICLE VIII. INCORPORATORS

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

(1) Kelley Gard
1175 NE Cleveland St.
Clearwater, FL 33755.

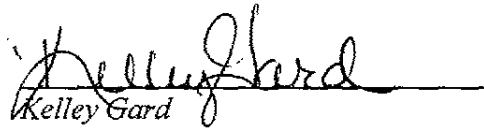
IN WITNESS WHEREOF, we, the undersigned incorporators and authorized agents of
GARY SMITH'S ART ATTACK STUDIOS, hereunto set our hand and seal on this _____
19th day of May, 2004.

By: Kelley Gard
Kelley Gard

DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE

The initial Registered Agent is Kelley Gard, 1175 NE Cleveland St., Clearwater, FL 33755.


By her signature below, she hereby accepts.


Kelley Gard

**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing instrument was acknowledged before me on 5/10/11 by
Kelley Gard, who is personally known to me or produced _____ as
identification.




Signature and Seal of Notary Public

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