

TRANSMITTAL LETTER

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

SUBJECT: It's a JEM Fine Art, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: John E. Metcalfe

Name (Printed or typed)

4266 Avon Park Circle

Address

Tallahassee, FL 32311

City, State & Zip

850 671 2447

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
It's a JEM Fine Art, Inc.**

The undersigned natural person(s) competent to contract subscribe(s) to these articles of incorporation for the purpose of creating the following corporation pursuant to the Florida Business Corporation Act (Chapter 607 of the Florida Statutes):

ARTICLE I. NAME
Fla. Stat. § 607.0202(1)(a)

The name of this corporation is **It's a JEM Fine Art, Inc.**

ARTICLE II. INITIAL PRINCIPAL OFFICE
Fla. Stat. § 607.0202(1)(b)

The street address of the initial principal office of the corporation will be

**4266 Avon Park Circle
Tallahassee Fl, 32311**

The mailing address of the corporation is the same as the forgoing street address.

ARTICLE III. CAPITAL STOCK
Fla. Stat. § 607.0202(1)(c) & (d)

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock of the same class, each having a **PAR VALUE OF ONE DOLLAR (\$1.00)**. The shareholders of this corporation shall have no preemptive rights with respect to the stock of this corporation, and, the corporation may issue and sell its stock from time to time without first offering such shares to the then shareholders.

ARTICLE IV. REGISTERED AGENT & ADDRESS
Fla. Stat. § 607.0202(1)(e)

The street address of the corporation's initial registered office and the name of its initial registered agent at that office is

**John E. Metcalfe
4266 Avon Park Circle
Tallahassee, Fl 32311**

A written acceptance as required by Fla. Stat. § 607.0501(3) may be found at the conclusion of these articles of incorporation.

FILED
05 JAN 14 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V. INCORPORATORS

Fla. Stat. § 607.0202(1)(f)

The name and address of each incorporator of this corporation is

John E. Metcalfe
4266 Avon Park Circle
Tallahassee Fl, 32311

ARTICLE VI DIRECTORS

Fla. Stat. § 607.0202(2)(a)

The number of members of the board of directors of this corporation will be determined from time to time by the shareholders, but shall never be less than one (1). This corporation will, initially, have TWO (2) directors, whose name and street address are as follows:

John E. Metcalfe
4266 Avon Park Circle
Tallahassee Fl, 32311

Cynthia W. Metcalfe
4266 Avon Park Circle
Tallahassee Fl, 32311

ARTICLE VII. NATURE OF BUSINESS

Fla. Stat. § 621.05

This corporation may engage in sales and marketing and in any and every other activity permitted, from time to time, for a corporation that is so formed to engage in.

ARTICLE VIII. TERM OF EXISTENCE

Fla. Stat. § 607.0203(1)

The existence of the corporation will commence on Feb 1, 2005(or such later date as may be the earliest date that existence can begin under the laws of the State of Florida) and will continue thereafter perpetually.

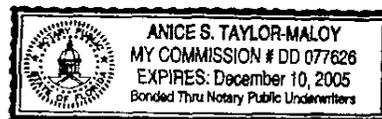
IN WITNESS WHEREOF, The undersigned incorporator has executed these articles of incorporation January , 2005

State of Florida
County of Leon

John E. Metcalfe

The foregoing instrument was acknowledged before me this 11th day of January 2004, by John E. Metcalfe, who has produced Florida Drivers License# M324 465 641 690 as identification and who did (did not) take an oath.

NOTARY PUBLIC



ACCEPTANCE BY REGISTERED AGENT

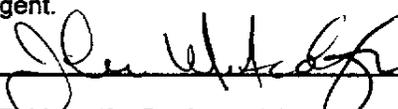
I, **John E. Metcalfe**, having been named in the Articles of Incorporation to which this acceptance is attached, as the **INITIAL REGISTERED AGENT** for

It's a JEM Fine Art, Inc.

and being **FAMILIAR WITH THE DUTIES AND OBLIGATIONS OF THAT POSITION** imposed by § 607.0505 and elsewhere in the Florida Statutes, hereby accept that appointment and **ACCEPT THE OBLIGATIONS OF THAT POSITION** and agree to act in the capacity of Registered Agent for that corporation and agree to comply with the provisions of the laws of the State of Florida relative to the proper and complete performance of my duties as registered Agent.

State of Florida

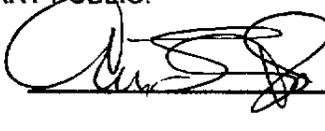
County of Leon



John E. Metcalfe, Registered Agent

The foregoing instrument was acknowledged before me this 14th day of January, 2005, by John E. Metcalfe, who has produced Florida Driver License # M324 465 641690 as identification and who did (did not) take an oath.

NOTARY PUBLIC:

 Maloy 1/14/2005

