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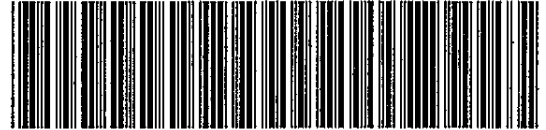
(Business Entity Name)

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TALLAHASSEE, FLORIDA

Henry E. Lee

Attorney at Law

1834 Main Street, Sarasota FL 34236
(941) 365-5432

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 15, 2005

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Lee Dowling Gallery, Inc.

Dear Sir,

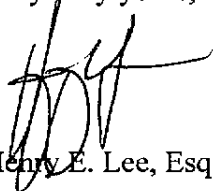
Please find enclosed an original and duplicate of the Articles of Incorporation for the above-captioned corporation, together with a check in the amount of \$122.50 to cover the following terms:

Filing Articles of Incorporation	\$35.00
Registered Agent Filing Fees	\$35.00
Certified Copies of Articles	<u>\$52.50</u>
Total	\$122.50

I would appreciate your returning a certified copy to me. I have enclosed a self-addressed, stamped envelope for your convenience. If you have any questions or concerns, please do not hesitate to call.

Thank you for your cooperation.

Very truly yours,


Henry E. Lee, Esq.

HEL/jl
Enclosures
Cc: client

**ARTICLES OF INCORPORATION
OF
LEE DOWLING GALLERY, INC.**

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05 FEB 25 PM 1:25
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – NAME

The name of the corporation shall be Lee Dowling Gallery, Inc. The mailing address for the corporation is 1834 Main Street, Sarasota, FL 34236.

ARTICLE II – DURATION

This corporation shall exist perpetually.

ARTICLE III – PURPOSE

The corporation is organized for the following purposes: to manufacture, 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 goods, wares, merchandise, real and personal property, and services of every class, kind and description for the purpose of transacting and or all legal business, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is Henry E. Lee, and his address is 1834 Main Street, Sarasota, Florida 34236.

ARTICLE VI – INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by-laws but shall never be less than one. The name and address of the initial directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Richard Tracy Lee, Esq.	1834 Main Street
Timothy Dowling	Sarasota, FL 34236

ARTICLE VII – SUBSCRIBER

The name and address of the person signing these Articles of Incorporation is: Henry E. Lee, 1834 Main Street, Sarasota, FL 34236.

ARTICLE VIII – TRANSFERABILITY OF SHARES

Any and all of the stockholders of this corporation may from time to time enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof: and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement, provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be stamped, written or printed upon the certificate representing said shares, and the by laws of this

corporation may likewise include proper provisions for the making of such agreements as aforesaid.

ARTICLE IX
TRANSACTION WITH INTERESTED DIRECTORS OR STOCKHOLDERS

In the absence of fraud, no contract other transaction between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the Directors or Officers or this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which such contract or transaction is authorized or confirmed, and provided, however, that any such Directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting or the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize or confirm such contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

ARTICLE X – REPLACING STOCK CERTIFICATES

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XI – AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law.

ARTICLE XII – INDEMNIFICATION

The corporation shall indemnify any Director or Officer or any former Officer or Director to the full extent permitted by law.

ARTICLE XIII – DATE OF COMMENCEMENT

The date of commencement of this corporation shall be the date of the filing of these Articles of Incorporation with the Department of State, State of Florida.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15 day of February 2005.



HENRY E. LEE, Esq.
Subscriber

**STATE OF FLORIDA
COUNTY OF SARASOTA**

The forgoing instrument was acknowledged before me this 15 day of February 2005 by HENRY E. LEE, Esq.


NOTARY PUBLIC

Audrey Nuzzo
My Commission DD373742
Expires November 21 2008

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 FEB 25 PM 1:25

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PRINTED, TYPED OR STAMPED
NAME OF NOTARY PUBLIC

Personally known ✓
Produced Identification _____
I.D. _____

ACCEPTANCE

Having been named to accept service of process for Sunshine Amusements, Inc. at the place indicated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: 2-15-05



HENRY E. LEE, Esq.