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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 AUG - 1 P 8:56

FILED

Nassau Business Center, Inc.

July 29, 2005

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

RE: Amelia SanJon Gallery, Inc.
Proposed Corporate Name

Enclosed is an original and one copy of the Articles of Incorporation for the above referenced name. Also enclosed are two Certificates of Designation for the registered agent. Please make effective date of incorporation August 1, 2005.

Please provide a Certificate of Incorporation (\$8.75 additional fee included). Fees for the incorporation and certificate are enclosed in a check for \$78.75.

Please return all relevant documents to the post office box listed below.

Sincerely,



Gloria J. Fortin

ARTICLES OF INCORPORATION

FILED

of

Amelia SanJon Gallery, Inc.

2005 AUG -1 P 8:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be **Amelia SanJon Gallery, Inc.**

ARTICLE II. BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation is:

1719 Phillips Manor Road
Fernandina Beach, FL 32034

ARTICLE III.

The purpose for which the corporation is organized is retail sales of art.

ARTICLE IV. CAPITAL STOCK

The corporation is authorized to issue one class of stock, having a par value of \$10.00 per share. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock.

ARTICLE V. INITIAL OFFICERS AND/OR DIRECTORS

The corporation shall appoint:

PRESIDENT / TREASURER - Sandra Baker-Hinton

VICE PRESIDENT / SECRETARY - John W. Thompson

ARTICLE VI. REGISTERED AGENT

The name and street address of the initial registered office of the corporation shall be:

Sandra Baker-Hinton
1719 Phillips Manor Road
Fernandina Beach, FL 32034

ARTICLE VII. INCORPORATORS

The name and street address of the incorporators of the corporation shall be:

Sandra Baker-Hinton
1719 Phillips Manor Road
Fernandina Beach, FL 32034

John W. Thompson
861815 Worthington Drive
Yulee, FL 32097

ARTICLE VIII. LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE IX. SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE X. EFFECTIVE DATE

The effective date of incorporation shall be August 1, 2005.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 27th day of July, 2005.

Incorporator: Barbara Byrd

Signature: Sandra Baker-Hinton

Incorporator: Sandra Baker-Hinton

Signature: John W. Thompson

Incorporator: John W. Thompson

**CERTIFICATE OF DESIGNATION
of
REGISTERED OFFICE AND REGISTERED AGENT**

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2005 AUG -1 P 8:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

I. NAME

The name and address of the corporation's registered agent and registered office is:

Sandra Baker-Hinton
1719 Philips Manor Road
Fernandina Beach, FL 32097

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature of Registered Agent:

Sandra Baker-Hinton

Date of Signature: 7-29-05