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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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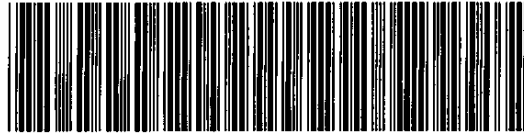
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Handwritten signature and date 5/26

**Law Offices**  
**WATSON, SOILEAU, DeLEO, BURGETT & PICKLES**

A PROFESSIONAL ASSOCIATION  
3490 NORTH U.S. HIGHWAY 1  
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♦ ♦ ♦  
JUSTIN R. PAYNE

†BOARD CERTIFIED IN REAL PROPERTY LAW

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(321) 631-1550

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(321) 631-1567

May 23, 2006

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: C & D Fine Art, Inc.  
Our File No.: 06-8262

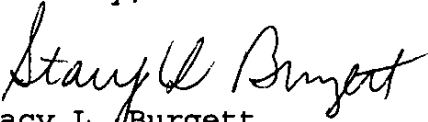
To Whom It May Concern:

Enclosed herewith please find the original executed and one copy of the Articles of Incorporation with designation of Registered Agent/Registered Office for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$70.00 to cover the following fees associated with filing:

Articles of Incorporation	\$ 35.00
Registered Agent Designation	\$ <u>35.00</u>
Total Amount	\$ <u>70.00</u>

Should you have any questions regarding this corporation, please do not hesitate to contact the undersigned.

Sincerely,

  
Stacy L. Burgett  
SLB/cm

Enclosures

**ARTICLES OF INCORPORATION  
OF  
C & D FINE ART, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**Article I - Name**

The name of this corporation is C & D FINE ART, INC., and its principal office is located at 500 Lakescape Court, Orlando, FL 32828.

**Article II - Duration**

This corporation shall exist perpetually. The date of commencement of corporate existence shall be the date these Articles are filed with the Secretary of State.

**Article III - Purpose**

This corporation is organized for the purpose of marketing fine art and engaging in any business activity permitted under the laws of the United States and the State of Florida.

**Article IV - Capital Stock**

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

**Article V - Registered Office and Initial Registered Agent**

The street address of the registered office of this corporation is 500 Lakescape Court, Orlando, FL 32828.

The name of the initial registered agent of this corporation at that address is D. Clay Stephens.

**Article VI - Initial Board of Directors**

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time pursuant to the bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are: D. Clay Stephens, 500

Lakescape Court, Orlando, FL 32828 and Dennis R. Johnson, 500 Lakescape Court, Orlando, FL 32828.

**Article VII - Incorporator**

The name and address of the persons signing these articles are: D. Clay Stephens, 500 Lakescape Court, Orlando, FL 32828 and Dennis R. Johnson, 500 Lakescape Court, Orlando, FL 32828.

**Article VIII - Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders.

**Article IX - Compensation of Directors**

The stockholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

**Article X - Indemnification**

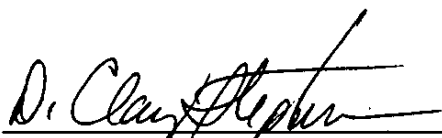
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**Article XI - Amendment**

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 stockholders is subject to this reservation.

**Article XII - Acceptance of Registered Agent**

Having been named to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

  
D. Clay Stephens, Registered Agent

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of  
Incorporation this 10 day of May, 2006.


  
D. Clay Stephens, Subscriber/Incorporator

  
Dennis R. Johnson, Subscriber/Incorporator

**ACKNOWLEDGMENTS**

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing Articles of Incorporation was acknowledged before me this 10 day of  
May, 2006, by D. Clay Stephens and Dennis R. Johnson, who each produced Florida Drivers'  
Licenses as identification and who did not take an oath.

  
Notary Public, State of Florida  
My Commission Expires:



FILED  
06 MAY 26 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA