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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

NESTOR HAVERLY GALLERY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NESTOR HAVERLY GALLERY, INC.**

The undersigned incorporator, for the purpose of forming a corporation, hereby adopts the following Articles of Incorporation pursuant to the Florida Business Corporation Act, Chapter 607, FLORIDA STATUTES:

**Article 1
Name**

The name of this corporation is:

NESTOR HAVERLY GALLERY, INC.

**Article 2
Effective Date and Duration**

This corporation shall exist perpetually commencing as of the date of the filing of these Articles of Incorporation of record by the Florida Department of State.

**Article 3
Purposes**

This corporation is organized for pecuniary profit, and may engage in any lawful activity or business permitted to be engaged in by a corporation under Florida law.

**Article 4
Capital Stock**

This corporation is authorized to issue ONE MILLION (1,000,000) shares of Common Stock, each having a par value of ONE HUNDREDTH OF A CENT (.01¢).

**Article 5
Registered Office and Registered Agent**

The street address of the initial registered office of this corporation is 25 Second Street North, St. Petersburg, FL 33701. The name of the initial registered agent of this corporation at that address is Maura N. Haverly.

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Articles of Incorporation
NESTOR HAVERLY GALLERY, INC.

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Article 6
Principal Office

The principal office of this corporation is:

25 Second Street North
St. Petersburg, FL 33701

Article 7
Mailing Address

The mailing address of this corporation is:

25 Second Street North
St. Petersburg, FL 33701

Article 8
Initial Board of Directors

The number of directors comprising the full Board of Directors of the corporation shall initially be one (1) director. The number of directors comprising the full Board of Directors may be increased or decreased, from time to time, by action of the shareholders, but shall never be less than one (1) director. The name and address of the initial director comprising the first Board of Directors of this corporation is:

MAURA N. HAVERLY
25 Second Street North
St. Petersburg, FL 33701

Article 9
Incorporator

The name and address of the person signing these Articles of Incorporation as the incorporator is:

MAURA N. HAVERLY
25 Second Street North
St. Petersburg, FL 33701

**Articles of Incorporation
NESTOR HAVERLY GALLERY, INC.**

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**Article 10
Bylaws**

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend, and repeal the bylaws, and the power to adopt new bylaws, is vested in the Board of Directors; subject, however, to repeal or change by action of the shareholders.

**Article 11
Amendment**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

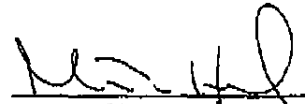
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of January, 2007.


Maura N. Haverly, Incorporator

NESTOR HAVERLY GALLERY, INC.**Registered Agent****Acceptance and Acknowledgment**

Having been named as registered agent and to accept service of process for NESTOR HAVERLY GALLERY, INC., at the place designated in the foregoing Articles of Incorporation, 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.

Dated: 1/23/07, 2007.


Maura N. Haverly
Registered Agent

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