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JAN-23-1995

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PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- -02800
TALLAHASSEE, FL 32399
FAX: (904) 922-4000 CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: DOWNTOWN ART & FRAME, INC.
FAX AUDIT NUMBER: H95000000906 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/23/1995 TIME REQUESTED: 17:12:22
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 7 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

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JAN 24 1995
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RECEIVED
JAN 24 AM 8:06
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

DOWNTOWN ART & FRAME, INC.

I, the undersigned, being of legal age, do hereby sign these presents for the purpose of becoming a Corporation under the laws of the State of Florida authorizing the formation of Corporations.

ARTICLE I

The name of the Corporation shall be:

DOWNTOWN ART & FRAME, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

A. To operate for the general public a retail shop to sell art, prints etc. and provide framing services as needed and to do all things and matters necessary and appertaining thereto, and further enabling this Corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida;

JTZ SERVICES, INC.
100 E. SAMPLE RD. #100
POMPAN0 BCH., FL 33064
(305) 946.8890
JOHN R. JOHNSON

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B. To conduct all types of business and operations; to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependencies of the United States;

C. To engage in, render or carry on, any service or other business as principal or agent, with powers to let contract for any such service or product; and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of this Corporation;

D. To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, or which shall at any time appear conducive to expedient for the benefit or protection of the Corporation, either as holders of, or interested in any property, or otherwise;

E. To exercise all of the powers which are now or may hereafter be conferred upon Corporations generally by the laws of the State of Florida;

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ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock as follows:

One thousand (1000) shares having \$1.00 par value.

ARTICLE IV

This Corporation shall exist perpetually unless sooner dissolved according to law;

ARTICLE V

The number of Directors of this Corporation shall be not less than one (1) nor more than five (5), and the initial Board of Directors of this Corporation shall be comprised of one Incorporator, JOHN R. JOHNSON ,
100 East Sample Road Pompano Beach, FL 33064

ARTICLE VI

The address of the registered office of this Corporation shall be and the principal office shall be the same:

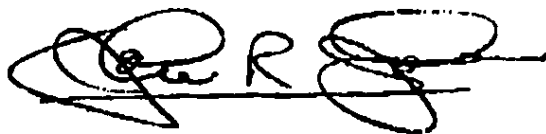
100 East Sample Road Pompano Beach, FL 33064

H9500 0000906

ARTICLE VII

The Corporation has designated as its Registered Agent, JOHN R. JOHNSON, who is a resident of the State of Florida, and whose business office is the same as that of the registered office.

IN WITNESS WHEREOF, I, the undersigned being the original subscriber to the capital stock hereinabove named, and for the purpose of forming a Corporation pursuant to the Corporation Law of the State of Florida, make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set my hand and seal this . 23RD day of JANUARY , 1995 at Broward County, Florida.



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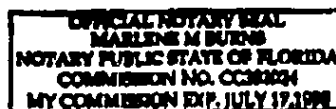
STATE OF FLORIDA)
) ss.:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally
appeared JOHN R. JOHNSON , to me well known and known
to me to be the person described in and who executed the
foregoing Certificate of Incorporation and acknowledged to
and before me that he executed the same for the purposes
thereinexpressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and
official seal at Pompano Beach, Broward County, Florida
this 23RD day of JANUARY ,1995.


NOTARY PUBLIC

My commission Expires:



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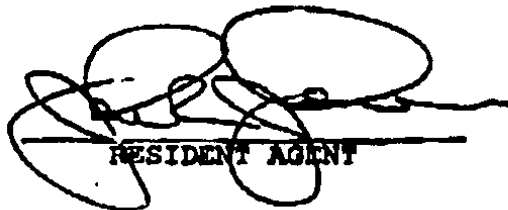
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That DOWNTOWN ART & FRAME, INC. , desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the City of POMPANO BEACH , County of Broward, State of Florida, has named JOHN R. JOHNSON , located at 100 East Sample Road Pompano Beach, FL, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of the above stated Corporation, at the place designated in this Certificate, I heraby accept to act in this Capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


RESIDENT AGENT

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STATE'S FISCAL ACCOUNT NUMBER

0336-0965-5

9/13/95

ROBERT J. BERTRAND, ESQUIRE

LANE TROHN & BERTRAND

1 LAKE MORTON DRIVE

LAKELAND

FL

33801

OFFICE USE ONLY

FILED
95 SEP 15 11 10 AM '95
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SHARON L. TALA

SEP 15 1995

Examiner's Initials

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
DOWNTOWN ART & FRAME, INC.**

95 SEP 15 11:10:26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article I of the Articles of Incorporation of DOWNTOWN ART & FRAME, INC., a Florida corporation (Document Number P95000005940), is hereby amended to read as follows:

"ARTICLE I - NAME

The name of this corporation shall be DAN PAHL, INC."

2. The foregoing amendment was adopted by the unanimous written consent of all of the shareholders and all of the directors of this corporation on September 12, 1995.

IN WITNESS WHEREOF, the undersigned has or have executed these Articles of Amendment this 12th day of September, 1995.

Gwen H. Pahl
Gwen H. Pahl, President and Secretary

Daniel R. Pahl
Daniel R. Pahl, Vice President

STATE OF FLORIDA
COUNTY OF POLK

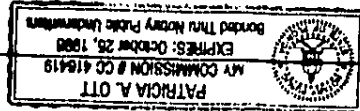
The foregoing Articles of Amendment were acknowledged before me this 12th
day of September, 1995, by Gwen H. Pahl, being the President and Secretary, and Daniel
R. Pahl, being the Vice President, of DOWNTOWN ART & FRAME, INC., a Florida
corporation, on behalf of said corporation.

Patricia A. Ott

NOTARY PUBLIC, State of Florida at Large



(Printed Name)



(AFFIX NOTARY SEAL)

My commission expires: