

CAPITAL CONNECTION, INC.

117 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

195000009135

PHONE ()

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Wholesale Art Direct, Inc.

	C.C. FEE.	DISBURSED
_____ Corp. Ex. Pass		
_____ Art. of Amend. File		
_____ Dissolution/Withdrawal		
_____ C U S		
_____ Fictitious Name File		
_____ Name Reservation		
_____ Annual Report/Reinstatement		
_____ Reg. Agent Service		
_____ Document Filing		
_____ Corporate Kit		
_____ Vehicle Search		
_____ Driving Record		
_____ Document Retrieval		
_____ UCC 1 or 3 File		
_____ UCC 11 Search		
_____ UCC 11 Retrieval		
_____ File No.'s, _____ Copies		
_____ Courier Service		
_____ Shipping/Handling		
_____ Phone ()		
_____ Top Priority		
_____ Express Mail Prop.		
_____ FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

FEB 3 1995 BSB

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY JW

WALK-IN Will Pick Up 2:30 11:00

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
WHOLESALE ART DIRECT, INC.

FILED
FEB - 3 AM 9:40
TOLSON, S.M.A.
1974

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is
WHOLESALE ART DIRECT, INC.

Its principal place of business is 126 Bareback Trail, Ormond Beach,
Florida 32174 and its mailing address is Post Office Box 9967, Daytona Beach, Florida.

ARTICLE II - DURATION

This corporation shall exist in perpetuity from the date of the filing of
these Articles of Incorporation.

ARTICLE II - PURPOSES

This corporation may engage in the operation of wholesale art sales and
may additionally engage or transact any or all lawful activities or business permitted under
the laws of the United States, the State of Florida, or any other state, country, territory or
nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares
of common stock with par value of One (\$1.00) Dollar per share. The amount of capital
with which the corporation will begin business is One Hundred and 00/100 (\$100.00)
Dollars.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1030 W. International Speedway Blvd., Suite 210, Daytona Beach, Florida 32114-3415, and the name of the initial registered agent of this corporation at that address is Randal L. Schechter, Esquire.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation may have a board of directors if elected by the shareholders, in which event the number of directors shall be as set by the shareholders from time to time. The corporation shall initially operate as a close corporation as provided by law. The business of the corporation shall be managed by the shareholders rather than by a board of directors until such time as the shareholders shall by majority vote elect to have a board of directors and set the number thereof, hold nominations and elections to fill such positions, and such board of directors is elected and qualified to fill said positions.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is Marcus E. Chattin, 126 Bareback Trail, Ormond Beach, Florida 32174.

ARTICLES VIII - BY-LAWS

The power to adopt, alter, amend and repeal by-laws shall be vested in the shareholders. At such time that a board of directors is created by the shareholders, the power to adopt, alter, amend and repeal by-laws shall be vested in the board of directors and the shareholders.

ARTICLES IX - ISSUANCE OF STOCK

Shares of capital of this corporation shall be issued initially to the following persons and in the amounts set forth opposite each name:

Marcus E. Chattin	25 Shares
Robin L. Chattin	25 Shares
Edward R. Chattin	50 Shares

ARTICLE X - SHAREHOLDERS QUORUM AND VOTING

Fifty-One (51%) percent of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of 51% of the shares represented at the meeting shall be the act of the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of January, 1995.


MARCUS E. CHATTIN, Subscriber

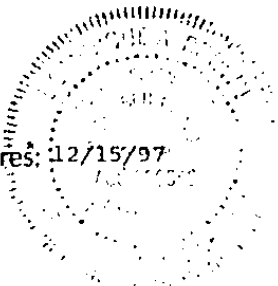
STATE OF FLORIDA

COUNTY OF VOLUSIA

Personally appeared before me MARCUS E. Chattin, who acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes set forth therein, who produced Florida Driver's License as identification.

WITNESS my hand and seal of office at Daytona Beach, Florida, this 25th day of January, 1995.

My Commission Expires: 12/15/97




Notary Public
DOMINIQUE A. BROWN

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST, THAT WHOLESALE ART DIRECT, INC. DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS AT 126 BAREBACK TRAIL, ORMOND BEACH, STATE
OF FLORIDA, HAS NAMED RANDAL L. SCHECTER, ESQUIRE, 1030 W. INTERNATIONAL
SPEEDWAY BLVD., SUITE 210, DAYTONA BEACH, FLORIDA 32114-3415, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA

SIGNATURE:


Corporate Officer

TITLE:

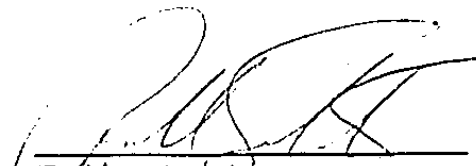
PRESIDENT

DATE:

1/25/95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATED TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE:


(Resident Agent)

DATE:

1/25/95