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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-401-0000

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FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FAMOUS FRAMES, INC.

FAX AUDIT NUMBER: H95000002658

DATE REQUESTED: 03/06/1995

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TALLAHASSEE, FLORIDA

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MAR-07-1995 11:29 FROM EMPIRE

TO

195000004924 P.01



FLORIDA DEPARTMENT OF STATE
Sandra B. Minthorn
Secretary of State

March 7, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: FAMOUS FRAMES, INC.
REF: M95000004924

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: M95000002558
Letter Number: 595A00010024

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

(4)

H95000002558

**ARTICLES OF INCORPORATION OF
FAMOUS FRAMES, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is **FAMOUS FRAMES, INC.**

ARTICLE TWO

The address of the principal office is **147 N.W. 36 Street, Miami, Florida.**

ARTICLE THREE

The duration of the corporation is perpetual.

ARTICLE FOUR

The general purposes for which the corporation is organized are:

1. To engage in the business of design and manufacture of custom furniture frames.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FIVE

The aggregate number of shares which the corporation is authorized to issue is **Five Thousand (5,000)**. Such shares shall be of a single class, and shall be without par value.

ARTICLE SIX

The initial street address of the corporation's registered office is: **2701 Ponce De Leon Boulevard, Suite 302, Coral Gables, Florida, 33134**. The initial registered agent for the Corporation at that address, is **Robert Flavell, Esq.**

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Robert Flavell, Esq.
 2701 Ponce de Leon Blvd. #302 ¹
 Coral Gables, FL 33134
 305-448-5466
 FI 301-0409203

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 TALLAHASSEE, FLORIDA

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ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is one
(1). The name and address of each person who is to serve as a member of the initial board of directors is

Ben Grafton

147 N.W. 36 Street, Miami, Florida

ARTICLE EIGHT

The name and address of each incorporator is:

Ben Grafton

147 N.W. 36 Street, Miami, Florida

ARTICLE NINE

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE TEN

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, shall be sent by registered or certified mail to the corporation at its principal place of business; and

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FROM BEN CRAFTON INC.

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shall remain open for acceptance by the corporation for a period of 30 days from the date of mailing. Should the corporation not have the funds to buy the shares, or should it deem it undesirable to purchase them for any other reason, another existing shareholder shall have the option, for an additional ten days, of purchasing the shares at the price set by the seller in proportion to the number of shares then held by the shareholder. If the corporation or any other shareholder fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his or her shares as he or she may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

Each share certificate issued by the corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

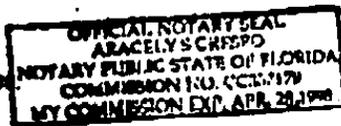
Executed by the undersigned at Miami, Florida on 6th of March, 1995.

[Signature]
BEN CRAFTON

The foregoing was acknowledged before me this 6th day of March, 1995 by BEN CRAFTON, who is personally known to me or who has produced G-613-062-33-87-0 as identification and who maintain that the matters set forth herein are true and correct to the best of their knowledge and belief.

NOTARY PUBLIC

Commission no.:
My commission expires:



This document prepared by:
Robert Powell, Esq.
2701 Ponce De Leon Boulevard
Suite 202
Coral Gables, Florida 33134
(305) 448-6000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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