

LAW OFFICES  
**RICHARD I. GILBERT**

7025 DERACASA WAY  
SUITE 206  
BOCA RATON, FL 33433

(407) 395-8331  
FAX: (407) 362-9329

PLEASE REPLY TO  
BOCA RATON  
OFFICE

100 W. CYPRESS CREEK RD.  
SUITE 930  
TRADE CENTRE SOUTH  
FT. LAUDERDALE, FL 33309

**P95000026873**

March 28, 1995

**EFFECTIVE DATE**  
**MAR 28 1995**

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

200001445222  
-03/31/95--01076--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

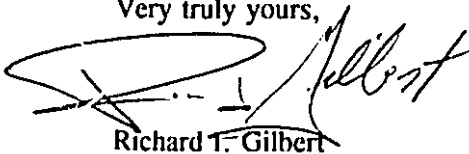
Re: **FRAME MASTERS USA, INC.**

Dear Sir:

Enclosed please find the original and two copies of the Articles of Incorporation for FRAME MASTERS USA, INC. along with a check for \$70.00 for filing. Please return a time-stamped copy of the Articles to me in the self addressed, postage paid envelope I have provided for your convenience.

Thank you for your time and cooperation in this matter. Please do not hesitate to contact me should you have any questions.

Very truly yours,

  
Richard I. Gilbert

APR 5 1995

BSB

Enclosure(s)  
RIG/dw

FILED  
95 MAR 31 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
FRAME MASTERS USA, INC.**

FILED  
95 MAR 31 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being of legal age, does hereby form a corporation under the laws of the State of Florida, authorizing the formation of corporations.

**EFFECTIVE DATE**  
MAR 28 1995

**ARTICLE I NAME**

The name of this corporation shall be **FRAME MASTERS USA, INC..**

**ARTICLE II GENERAL NATURE OF BUSINESS**

The purpose for which the Corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III CAPITAL STOCK**

The capital stock of this Corporation shall be One Thousand (1,000) shares at one dollar (\$1.00) par value.

**ARTICLE IV CORPORATE EXISTENCE**

Corporate existence shall begin at the time of subscription and acknowledgment of these Articles, except that in the event these Articles are not filed with the Department of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall begin when these Articles are filed with the Department of State. This Corporation shall exist perpetually, unless sooner dissolved according to law.

**ARTICLE V REGISTERED OFFICE AND AGENT**

The street address of the office of the initial registered agent of the Corporation is:

**7025 Beracasa Way, Suite 208  
Boca Raton, Florida 33433**

and the name of the registered agent of this Corporation at said address is:

**RICHARD I. GILBERT, ESQ.**

#### **ARTICLE VI PRINCIPAL PLACE OF BUSINESS**

The principal place of business of said Corporation shall be at:

**390 East Palmetto Park Road  
Boca Raton, Florida 333432**

The Corporation shall have the privilege of having branch offices at other places within or without the State of Florida.

#### **ARTICLE VII SUBSCRIBERS**

The name and street address of each person signing these Articles of Incorporation as a subscriber, and the number of shares of stock subscribed are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
<b>RICHARD K. SWAHN</b>	<b>390 East Palmetto Park Road Boca Raton, FL 33432</b>	<b>250</b>
<b>JANET M. SWAHN</b>	<b>390 East Palmetto Park Road Boca Raton, FL 33432</b>	<b>250</b>

The stockholders agree to pay not less than par value for each share of stock.

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

#### **ARTICLE VIII AMENDMENT**


This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute.

The Directors of this Corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The Corporation shall have a first lien on the shares of

its members and upon the dividends due to them for any indebtedness of such members of the Corporation.


IN WITNESS WHEREOF, the undersigned for the purpose of forming a corporation to do business within and without the State of Florida, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and correct, and hereunto sets his hand this 28 day of March, 1995.

  
\_\_\_\_\_  
RICHARD K. SWAHN, President

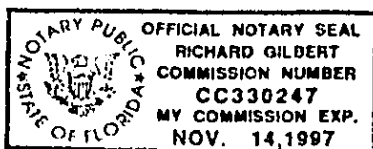
STATE OF FLORIDA                    }  
COUNTY OF PALM BEACH        }

I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared **RICHARD K. SWAHN**, party to the foregoing Articles of Incorporation, known to me personally to be such, or has provided me \_\_\_\_\_ as identification, and I have first made known to him the contents of said Articles, he did acknowledge that he signed, sealed and delivered the same as her voluntary act and deed, and deposed that the facts therein stated were truly set forth.

WITNESS my hand and official seal this 28 day of March, 1995.

  
\_\_\_\_\_  
NOTARY PUBLIC  
**RICHARD I. GILBERT**  
\_\_\_\_\_  
Printed Name

My Commission Expires:



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

FILED  
MAR 31 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 48.091, Florida Statutes, the following is submitted:


That, **FRAME MASTERS USA, INC.**

organized and existing under the laws of the State of Florida, with its initial registered office, as indicated in the foregoing Articles of Incorporation, in the City of Boca Raton, County of Palm Beach, State of Florida, has named **RICHARD I. GILBERT, ESQ.**, of 7025 Beracasa Way, Suite 208, Boca Raton, Florida 33433 as its agent to accept service of process within this State.

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above-styled corporation at the place designated in this certificate, I, the undersigned, hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation, and I further agree to act in said capacity and to comply with the provisions of Section 48.091 of the Florida Statutes.

Dated: 3/28/95

  
RICHARD I. GILBERT, ESQ.