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CR2E031(10/92)

## AFFIDAVIT

In Re: Dissolution of Key West Graphics, Inc., a Florida corporation

Before me, the undersigned notary, personally appeared Jennifer Roberts, who, upon being first duly sworn, deposes and says:

- 1. She has personal knowledge of all facts set forth in this affidavit.
- 2. She is the President of Key West Graphics, Inc., a Florida corporation, whose directors and shareholders have approved the dissolution of the company.
- 3. She hereby attests that she does not intend to revoke the dissolution of Key West Graphics, Inc. and that she, individually and as President of that company, hereby releases the name of Key West Graphics, Inc. to Theresa M. Waldron for use in forming a new corporation.

Dated: (191), 1995

Jennifer Roberts, individually and as President of Key West Graphics, Inc.

STATE OF FLORIDA COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 2/ day of APEIL, 1995, by Jennifer Roberts, individually and as President of Key West Graphics, Inc. who is personally known to me.

Carol T. Gardina
Notary Public

Name:

Type or Print Name

My Commission Expires:



## ARTICLES OF INCORPORATION KEY WEST GRAPHICS, INC.



I, THE UNDERSIGNED, a natural person of legal age, acting as incorporator of a corporation under the laws of the State of Florida, adopt the following articles of incorporation for such corporation:

FIRST:

The name of the corporation is Key West Graphics, Inc.

SECOND:

The period of its duration shall be perpetual.

THIRD:

The purposes for which the corporation is organized are the publication, distribution and selling of fine art prints to the public and to the trade. The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

FOURTH:

The aggregate number of shares which the corporation has authority to

issue is 500 shares of common stock having no par value.

FIFTH:

The initial capital paid into the corporation is \$500.00.

SIXTH:

Cumulative voting of shares of stocks is not authorized.

SEVENTH:

The number of directors constituting initial board of directors is three (3).

EIGHTH:

The name and address of each of the initial directors is:

Theresa M. Waldron 11041 Bailey Lane Tamarac, FL 33321

Mitchell G. Solomon 11041 Bailey Lane Tamarac, FL 33321

Kathleen A. Hooker 1556 Nantucket Court Palm Harbor, FL 34683 NINTH:

The name and address of each of the officers is:

Theresa M. Waldron, President

11041 Bailey Lane Tamarac, FL 33321

Mitchell G. Solomon, Secretary

11041 Bailey Lane Tamarac, FL 33321

Kathleen A. Hooker, Treasurer

1556 Nantucket Court Palm Harbor, FL 34683

TENTH:

The name and address of the initial registered agent of the corporation is:

Theresa M. Waldron

c/o Key West Graphics, Inc.

232 S.E. 10th Terrace Ft. Lauderdale, FL 33301

ELEVENTH:

The address of the principal place of business is 232 S.E. 10th Terrace,

Ft. Lauderdale, FL 33301.

IN WITNESS WHEREOF, the incorporator has hereunto set her hand this 1st day of May, 1995.

Theresa M. Waldon
Name of Incorporator
Theresa M. Waldon
Theresa M. Maidum

Signature of Incorporator

## ORIGINAL APPOINTMENT OF REGISTERED AGENT

The undersigned, being at least a majority of Key West Graphics, Inc, hereby appoint Theresa M. Waldron to be statutory agent to whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served.

The complete address of the agent is:

Theresa M. Waldron Key West Graphics, Inc. 232 S.E. 10th Terrace Ft. Lauderdale, FL 33321 Broward County

Date: 5/1/95

I hereby accept designation as Registered Agent

Incorporator/Registered Agent

SECRETARY OF STATE