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Steven J. Richey, PA

ATTORNEYS & COUNSELORS AT LAW
STEVEN J. RICHEY
TERRY T. NEAL
KURT H. GARDER

June 28, 1995

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 12-20-95 BY 1094-1001
*****122.50 *****122.50

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

Re: Foxy Frames, Inc.

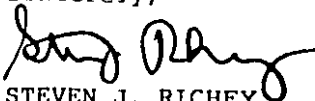
Gentlemen:

Enclosed herewith is an original and a duplicate copy of Articles of Incorporation for Foxy Frames, Inc. for your consideration and filing if same meets with your approval.

Enclosed herewith is a check in the amount of \$122.50 representing the filing tax, the resident agent fee and the certified copy of said Articles.

I would appreciate your furnishing me with the certified copy of the Articles of Incorporation. Thank you for your assistance in this matter.

Sincerely,



STEVEN J. RICHEY
Attorney at Law

Enc.

SJR/cfh

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RECEIVED JUL 11 1995

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUL -3 AM 6:55

FILED

ARTICLES OF INCORPORATION
OF
FOXY FRAMES, INC.

FILED
95 JUL -3 AM 6:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators hereby associate themselves together to form a corporation under Chapter 607, Florida Statutes.

ARTICLE I

NAME

The name of the corporation is FOXY FRAMES, INC., and its principal place of business is 1113 South 14th Street, Leesburg, FL 34748.

ARTICLE II

GENERAL PURPOSE

The general purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have the authority to issue is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall begin its existence on the day these

Articles of Incorporation are filed by the Secretary of State of the State of Florida, and shall exist perpetually.

ARTICLE V

ADDRESS OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT

The initial registered office of this corporation and the name of its initial registered agent at such address are:

FLORENCE K. CUMMINS
1113 South 14th Street
Leesburg, FL 34748

ARTICLE VI

Pursuant to the provisions of Section 607.0801(3), Florida Statutes, the business of the corporation shall be managed by the Shareholders of the corporation rather than by a Board of Directors.

ARTICLE VII

OFFICERS

The name and post office address of each of the officers of the corporation are:

PRESIDENT:	FLORENCE K. CUMMINS 1113 South 14th Street Leesburg, FL 34748
SECRETARY/TREASURER:	GILBERT E. CUMMINS 1113 South 14th Street Leesburg, FL 34748

ARTICLE VIII

INCORPORATORS

The name and address of each of the incorporators and the

number of shares of stock which each shall take are:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
FLORENCE K. CUMMINS	1113 S. 14th Street Leesburg, FL 34748	100
GILBERT E. CUMMINS	1113 S. 14th Street Leesburg, FL 34748	100

ARTICLE IX

AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X

BYLAWS

The power to adopt, amend or repeal the Bylaws shall be reserved to the Shareholders of this corporation.

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 28th day of June, 1995.

Florence K. Cummins
FLORENCE K. CUMMINS

Gilbert E. Cummins
GILBERT E. CUMMINS

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared FLORENCE K. CUMMINS and GILBERT E. CUMMINS, to me personally known to me to be the persons described in or who produced _____ as identification, and who executed the foregoing document, and who acknowledged before me that they executed the same for the uses and purposes set forth therein.

WITNESS my hand and official seal in the State and County last aforesaid this 28th day of June, 1995.

Carol F. Hall
NOTARY PUBLIC. Name:

My commission expires: CAROL F. HALL
COMMISSION # CC 126419

Notary Public
My Commission Expires Aug. 13, 1995
Florida Surety Bond Insurance Co.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Florence K. Cummins
FLORENCE K. CUMMINS
REGISTERED AGENT

FILED
95 JUL -3 AM 6:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA