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PROFESSIONAL
LEGAL & FINANCIAL SERVICE

ACCOUNT NO. : 072100000032

REFERENCE : 644239 81030A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : July 19, 1995

ORDER TIME : 10:16 AM

ORDER NO. : 644239

CUSTOMER NO: 81030A

CUSTOMER: Linda Kilia, Legal Assistant
BUSCHMAN AHERN AND PERSONS

P. O. Box 50006

Jacksonville Bn, FL 32240-0006

DOMESTIC FILING

Badger & Associates, Inc. 11/9/95

NAME: ~~COQUINA, INC.~~

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: 19 1995 BSB

T. BROWN JUL 21 1995

FILED
95 JUL 20 AM 7:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

70000015-111837
-07/19/95--01003--003
++++122.50 ++++122.50

95 JUL 19 AM 10:39
DIVISION OF CORPORATE AFFAIRS



FLORIDA DEPARTMENT OF STATE

July 19, 1995

Sandra B. Mortham
Secretary of State

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: COQUINA, INC.
Ref. Number: W95000014539

We have received your document for COQUINA, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 095A00034553

**ARTICLES OF INCORPORATION
OF
BEDARD & ASSOCIATES, INC.**

FILED
95 JUL 20 AM 7:41
SECRET
FBI - JACKSONVILLE

ARTICLE I: The name of this corporation is Bedard & Associates, Inc.

ARTICLE II: This corporation shall have perpetual existence.

ARTICLE III: This corporation is organized for the purpose of operation of retail outlets which sell frames, prints and related products and services under the name and style DECK THE WALLS, pursuant to a franchise agreement with DECK THE WALLS, INC., a Delaware corporation.

ARTICLE IV: The maximum number and class of shares of capital stock which this corporation is authorized to have outstanding is one hundred (100) shares of common capital stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V: The initial principal office of this corporation shall be at 284 Deer Run Drive, Ponte Vedra Beach, FL 32082, and the name of the corporation's initial registered agent is FRED L. AHERN, JR., at 2215 South Third Street, Suite 101, Jacksonville Beach, Florida 32250.

ARTICLE VI: Initially, this corporation shall have two (2) members on the Board of Directors, and the corporation shall have the authority to operate with not less than one member on the Board of Directors. The following are the names and addresses of the initial members of the Board of Directors:

Douglas Kenneth Bedard
284 Deer Run Drive
Ponte Vedra Beach, FL 32082

Mary Jacquelyn Bedard
284 Deer Run Drive
Ponte Vedra Beach, FL 32082

ARTICLE VII: The name and street address of the person signing these Articles of Incorporation as a subscriber are as follows:

FRED L. AHERN, JR.
2215 South Third Street, Suite 101
Jacksonville Beach, Florida 32202

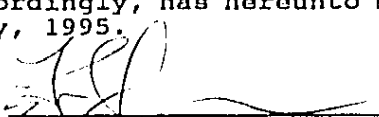
ARTICLE VIII: The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX: The Directors of this corporation shall take action by written consent, as provided by law.

ARTICLE X: The Board of Directors is authorized, with the approval of the Shareholders, to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time-to-time.

ARTICLE XI: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the original subscriber hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and, accordingly, has hereunto set his hand and seal this 18 day of July, 1995.


 (SEAL)
FRED L. AHERN, JR.

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by FRED L. AHERN, JR., who is personally known to me and acknowledged to and before me that he signed the foregoing Articles of Incorporation freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 18th day of July, 1995.

NOTARY PUBLIC





LINDA P. KILIS
Comm. No. CC 474728
My Comm. Exp. Aug. 30, 1999
Bonded thru Pinhard Ins. Agcy.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
AND ACCEPTANCE AND ACKNOWLEDGMENT

IN COMPLIANCE WITH SECTION 48-091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, that Bedard & Associates, Inc., desiring to organize or qualify under the Laws of the State of Florida as a corporation, with its principal place of business at 284 Deer Run Drive, Ponce Vedra Beach, FL 32082, County of St. Johns, State of Florida, as indicated in the Articles of Incorporation, has named FRED L. AHERN, JR., located at 2215 South Third Street, Suite 101, Jacksonville Beach, Florida 32250, as its agent to accept service of process within the State of Florida.

Dated July 19, 1995


FRED L. AHERN, JR.

ACKNOWLEDGMENT

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

Dated July 19, 1995


FRED L. AHERN, JR.