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DONALD H. WILSON, JR.

IN REPLY REFER TO

Lakeland

September 12, 1995

A. H. LANE (RETIRED)

SEP 15 1995
09:21 AM
*****10.00 *****210.00

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Gentlemen:

First, enclosed please find the original and a duplicate of Articles of Amendment to the Articles of Incorporation of Downtown Art & Frame, Inc., a Florida corporation, having the effect of changing the name of this Corporation to Dan Pahl, Inc. After examination, please file the original of these Articles of Amendment and return the duplicate to the undersigned to show the date of filing.

Also, please find enclosed the original and a duplicate of Articles of Incorporation for a new Florida corporation to be known Downtown Art And Frame, Inc. After examination, please file the original of these Articles of Incorporation and return the duplicate to the undersigned duly certified to show the date of filing.

Also, please find enclosed our Firm check made payable to the Florida Department of State in the amount of \$210.00 covering the filing fee with respect to the Articles of Amendment in the amount of \$35.00, the fee for the certified copy of the Articles of Amendment in the amount of \$52.50, the filing fee with respect to the Articles of Incorporation in the amount of \$35.00, the registered agent fee in the amount of \$35.00 and the fee for the certified copy of the Articles of Incorporation in the amount of \$52.50.

SHARON L. TALA

SEP 15 1995

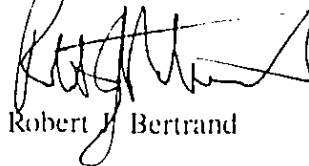
LANE, TROHN, CLARKE, BERTRAND, VREELAND & JACOBSEN, P.A.

Florida Secretary of State
September 12, 1995
Page 2

Of course, if there are any questions concerning the foregoing, it would be greatly appreciated if you would telephone the undersigned collect at 941/284-2213 in Lakeland, Florida.

Thanking you for your usual cooperation, I am

Very truly yours,

A handwritten signature in dark ink, appearing to read "Robert J. Bertrand", with a stylized flourish at the end.

Robert J. Bertrand

RJB/mcd
Enclosures
xc: Mr. Dane R. Werk

ARTICLES OF INCORPORATION
OF
DOWNTOWN ART AND FRAME, INC.

RECORDED
SEP 11 1977
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF DALLAS
STATE OF TEXAS

ARTICLE I - NAME

The name of this corporation is DOWNTOWN ART AND FRAME, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is 106 West Walnut Street,
Lakeland, Florida 33801.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on the date of
execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful
business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of voting
common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 106 West Walnut Street, Lakeland, Florida 33801, and the name of the initial registered agent of this corporation at that office is Dane R. Werk.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

<u>Name</u>	<u>Address</u>
Dane R. Werk	6710 Poley Creek Drive West Lakeland, Florida 33811
Denise C. Werk	6710 Poley Creek Drive West Lakeland, Florida 33811

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

Robert J. Bertrand, Esquire
LANE, TROHN, CLARKE, BERTRAND, VREELAND & JACOBSEN, P.A.
Post Office Box 3
One Lake Morton Drive
Lakeland, Florida 33802-0003

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12th day of September, 1995.

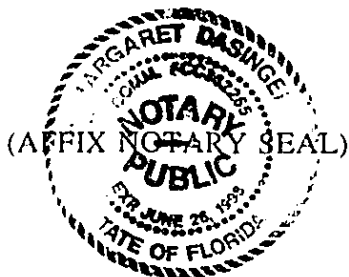


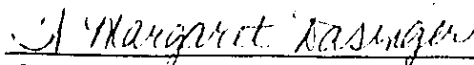
ROBERT J. BERTRAND

STATE OF FLORIDA

COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 12th day of September, 1995, by Robert J. Bertrand, who is personally known to me and who did not take an oath.





NOTARY PUBLIC, State of Florida at Large

Print name: H. MARGARET DASINGER

My commission expires June 26, 1998

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the Registered Agent for DOWNTOWN ART AND FRAME, INC., hereby accepts such appointment this 24th day of September, 1995.



DANE R. WERK

SEP 15 1995
FBI
FBI