

P95000073657
COLLIER & COFFIELD

ATTORNEYS AT LAW

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ADMITTED IN FLORIDA AND LOUISIANA

BRUCE CLAYTON COLLIER
ADMITTED IN LOUISIANA ONLY

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September 13, 1995

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE:

Art & Design of the Gulf Coast, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$122.50

FROM: Collier & Coffield, Attorneys at Law
127 Highway 98 East, 3A
Destin, Florida 32541
(904) 654-5284

Please return the certified copy of the articles to the above address. If you have any questions, please let me know.

Sincerely,

P. Colleen Coffield

enclosures

FILED
SEP 13 1995
U.S. DEPT. OF STATE
TALLAHASSEE, FLA.

SAT
9/25/95

**ARTICLES OF INCORPORATION
OF**

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55 SEP 19 11 5 15

Art & Design of the Gulf Coast, Inc.

The undersigned subscribers of these ARTICLES OF INCORPORATION, both natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

Article I - Name

The name of this corporation is

Art & Design of the Gulf Coast, Inc.

Article II - Duration

This corporation shall exist perpetually, commencing upon filing.

Article III - Purpose

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

Article IV - Address

The principal place of business and the mailing address of this corporation is:

237 Highway Avenue, Fort Walton Beach, Florida 32547

Article V - Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock with a par value of \$0.10 per share.

Article VI - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class of series as that which he already holds, shall have the right to purchase his pro-rata share thereof, at the price at which it is offered to others.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 237 Highway Avenue, Fort Walton Beach, Florida 32547, and the name of the initial registered agent of this corporation at that address is Virginia Heald.

Article VIII - Directors

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by the By-Laws. Directors of this corporation may be removed only for cause. The names and addresses of the initial directors of this corporation are:

Virginia Heald	237 Highway Avenue Fort Walton Beach, Florida 32547
Denise Wright	237 Highway Avenue Fort Walton Beach, Florida 32547

Article IX - Incorporators

The names and street addresses of the incorporators to these Articles of Incorporation are:

Virginia Heald	237 Highway Avenue Fort Walton Beach, Florida 32547
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Denise Wright

237 Highway Avenue
Fort Walton Beach, Florida 32547

Article X - By-Laws

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

Article XI - Indemnification

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

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation.

Article XIII - Restriction on Transferability of Stock

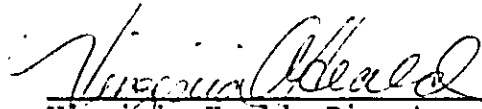
The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation, or to the corporation. The price and terms of which, and the time within which such shares may be offered and sold, shall be further specified in the By-Laws of this corporation.

Article XIV - Affiliated Transactions

This corporation elects to opt out of Florida Statute

607.0901, the affiliated transaction statute. The provisions of Florida Statute 607.0901 will not apply to this corporation.

The undersigned have executed these Articles of Incorporation this 14 day of September, 1995.



Virginia Heald, Director



Denise Wright, Director

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
95 SEP 18 1995

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:


Art & Design of the Gulf Coast, Inc.

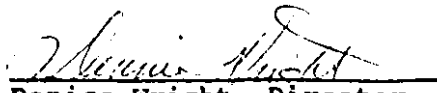
2. The name and address of the registered agent and office is:

Virginia Heald

237 Highway Avenue
Fort Walton Beach, Florida 32547

Signature


Virginia Heald, Director

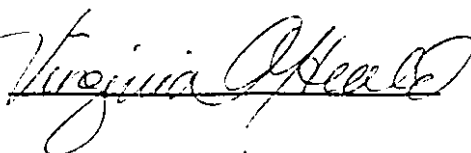

Denise Wright, Director

Date

SEPT. 14, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature



Date

SEPT 14, 1995