

P96000011156

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

200001703772
-02/01/96--01037--015
*****78.75 *****78.75

SUBJECT: THE GALLERY OF MORADA BAY, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 (filing fee and certificate)

FROM: Laurie Wickham
309 Palm Avenue
Islamorada, FL 33036
(305) 664-5952

FEB 5 1996 BSB

FILED
96 FEB - 1 PM 3:48
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE GALLERY AT MORADA BAY, INC.

FILED
96 FEB - 1 PM 3:40
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is THE GALLERY AT MORADA BAY, INC. and its address is 309 Palm Avenue, Islamorada, FL 33036.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of one (\$.01) penny par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this Corporation is Laurie Wickham, 309 Palm Avenue, Islamorada, FL 33036.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

Laurie Wickham
309 Palm Avenue
Islamorada, FL 33036

Richard A. Hagood
309 Palm Avenue
Islamorada, FL 33036

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash or any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional share.) at the price at which it is offered to others.

ARTICLE X - INCORPORATORS

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

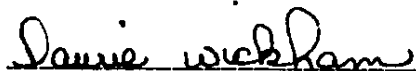
Laurie Wickham, President
309 Palm Avenue
Islamorada, FL 33036

Richard A. Hagood, Vice-Pres.
309 Palm Avenue
Islamorada, FL 33036

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

The undersigned incorporators have executed these Articles of Incorporation this 29th day of January, 1996.


Laurie Wickham


Richard A. Hagood

ACCEPTANCE BY REGISTERED AGENT

FILED

96 FEB -1 PM 3:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 29TH DAY OF JANUARY, 1996.

BY Danica Wickham