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CORPORATION(S) NAME

EFFECTIVE DATE

*1-96*

*Overseas Arts + Antiques Corporation*

Profit *Arts of Inc.*

NonProfit

Amendment

Merger

Foreign

Dissolution/Withdrawal

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Annual Report

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
OVERSEAS ARTS & ANTIQUES CORPORATION

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, for the purposes of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is Overseas Arts & Antiques Corporation.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The number of shares of stock which this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV - DURATION; EFFECTIVE DATE

This Corporation shall exist perpetually, commencing on March 1, 1996.

ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 968 Spinnaker's Reach Drive, Ponte Vedra Beach, Florida 32802. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI - DIRECTORS

The Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time as set forth in the Bylaws, but shall never be fewer than one (1). The names and addresses of the first members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Babette L. Fletcher	Kirschner, Main, Petrie, Graham, Tanner & Demont One Independent Drive Suite 2000 Jacksonville, FL 32202
Jutta Arcaini	968 Spinnaker's Reach Dr. Ponte Vedra Bch., FL 32802

**ARTICLE VII - INCORPORATOR**

The name and address of the Incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Babette L. Fletcher	Kirschner, Main, Petrie, Graham, Tanner & Demont One Independent Drive, Suite 2000 Jacksonville, Florida 32202

**ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is One Independent Drive, Suite 2000, Jacksonville, Florida, 32202, and the name of its initial registered agent of this Corporation at that address is Babette L. Fletcher, Kirschner, Main, Petrie, Graham, Tanner & Demont, Professional Association.

**ARTICLE IX - RESTRICTION OF TRANSFER OF STOCK**

The shareholders may, by Bylaw provision or by Shareholders' Agreement recorded in the minute book of this Corporation, impose such restrictions on the sale, transfer, or encumbrance of the stock of this Corporation as they may see fit.

**ARTICLE X - INDEMNIFICATION**

The Board of Directors is hereby specifically authorized to make provisions for the indemnification of Directors, officers, employees and agents of this Corporation, to the fullest extent permitted by law.

**ARTICLE XI - AMENDMENT**

These Article of Incorporation may be amended, altered, or repealed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, as amended from time to time, and all rights conferred on a shareholder herein are granted subject to this reservation.

  
BABETTE L. FLETCHER  
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA  
AND NAMING THE REGISTERED AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes and Chapter 607 of the Florida Statutes, the following is submitted:

That Overseas Arts & Antiques Corporation, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Ponte Vedra Beach, State of Florida, has named Babette L. Fletcher, located at One Independent Drive, Suite 2000, Jacksonville, Florida 32202, as its registered agent to accept service of process within the State of Florida.

By: Babette L. Fletcher  
Babette L. Fletcher  
Incorporator

**REGISTERED AGENT'S ACCEPTANCE**

Having been named as Registered Agent and to accept service of process for Overseas Arts & Antiques Corporation at the registered office designated in this Certificate, I hereby accept the appointment as Registered Agent, am familiar, and accept all of the duties and responsibilities of a Registered Agent for Overseas Arts & Antiques Corporation, a Florida corporation, in accordance with Florida Statutes, Sections 607.0501 and 607.0505.

**KIRSCHNER, MAIN, PETRIE, GRAHAM  
TANNER & DEMONT, P.A.**

By: Babette L. Fletcher  
**BABETTE L. FLETCHER**  
Registered Agent

**FILED**  
96 MAR - 6 PM 3:17  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

Dated: March 4, 1996