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DIRECTOR  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

THEODORE'S FINE ARTS STUDIO, INC.  
3431 FITZGERALD DRIVE  
ORLANDO, FLORIDA 32805

March 14, 1996

Corporation Division of  
Department of State  
Dave Mann, Director  
The Capitol  
Tallahassee, Fla 32301

Dear Director:

I am enclosing my check in the amount of \$70.00 to cover the cost of the Corporate Charter, filing fee and the registered agent fee, together with the original Articles of Incorporation.

Please file the above and return a certified copy to the letterhead address.

Sincerely,

William A. Carter, Sec't-Treasurer  
WAC/ec

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ARTICLES OF INCORPORATION  
OF  
THEODORE'S FINE ARTS STUDIO, INC.

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We, the undersigned, hereby associates ourselves together for the purpose of becoming a corporation under and by virtue of the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be:

THEODORE'S FINE ARTS STUDIO, INC.

ARTICLE II

The object and purpose of this corporation and the general nature of the business or businesses to be transacted shall be as follows:

1. To conduct an arts program. To produce, buy, sell, instruct, and to paint, develop, and make available, to show, exhibit for myself and others and to generally promote Fine Art.

2. To engage in all other Lawful businesses.

3. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.

4. To borrow money of any person, firm or corporation, to issue bonds, debentures or obligations of this corporation from time to time for any objects or purposes of the corporation and to secure same by mortgage, pledge or by any other lawful means.

5. To have officers, conduct its business and promote its objects within or without the State of Florida, in other States, the District of Columbia, the territories and possessions of the United States, and in foreign countries without restriction as to place or amount.

6. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, whether in the States of Florida or throughout the United States, or elsewhere, and to do any other act or acts, thing or things incidental or pertinent to or connected with the

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businesses hereinbefore described, or any part or parts thereof, if not inconsistent with the Laws of the State of Florida.

7. In general, this corporation shall have and exercise all the powers conferred by the Laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

#### ARTICLE III

The corporation shall have perpetual existence.

#### ARTICLE IV

The post office address of the principal office of the corporation in the State of Florida shall be 3431 Fitzgerald Drive, Orlando, Florida 32805 and its mailing address shall be the same.

#### ARTICLE V

The capital stock of the corporation shall consist of 100 shares of common stock at no par value.

#### ARTICLE VI

The amount of capital with which the corporation shall begin business is Five Hundred Dollars (\$500.00).

#### ARTICLE VII

The business of the corporation shall be conducted by a Board of not less than two directors. The names and post office addresses of the first Board of Directors are as follows:

Leon L. Theodore, 3431 Fitzgerald Drive, Orlando, Fl 32805  
W.A. Carter, 6120 Castlewood, Orlando, Florida 32808  
Beatrice P. Theodore, 3431 Fitzgerald Drive, Orlando, Fl.

These directors shall hold office for the first year of existence of the corporation or until their successors are elected and have qualified.

ARTICLE VIII

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The officers of the corporation shall be: a president, one or more vice presidents, secretary and treasurer. The number of vice presidents may be fixed and determined by the Board of Directors from time to time. Until the first meeting of the Board of Directors or until their successors are elected and have qualified the following shall be the officers of the corporation:

PRESIDENT: Leon L. Theodore

VICE PRESIDENT: Beatrice P. Theodore

SECRETARY: W.A. Carter

TREASURER: W.A. Carter

ARTICLE IX

The names and post office addresses of the subscribers of the Articles of Incorporation and a statement of the number of shares of stock which each subscriber agrees to take, are as follows:

Leon L. Theodore	99 Shares
3431 Fitzgerald Dr.	
Orlando, Fl 32805	
Beatrice P. Theodore	1 Share
3431 Fitzgerald Dr.	
Orlando, Fl 32808	

ARTICLE X

The annual meeting of the stockholders shall be held on the first Monday of each year, or at such other time as may be fix by the By-Laws, at which time the Board of Directors shall be elected and such other business as may properly come before the meeting may be considered and transacted.

The officers of the corporation shall be elected annually by the Board of Directors at a meeting of the Board to be held annually immediately following the annual stockholders meeting.

The time, place and manner of calling meetings of the stockholders or Directors shall be fixed by the by-laws of the corporation. The Board of Directors may provide for the election of and prescribe the duties of such other officers and agents as the Board may deem advisable and proper, and may take such action not inconsistent with the Articles of Incorporation, and the by-laws of the corporation and the laws of the State of Florida, as such Board may deem advisable for the conduct and operation of the business of the corporation.

The Board of Directors shall appoint a resident agent as required by the laws of the State of Florida

ARTICLE XI

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The highest amount of liability to which this corporation can, at any time, subject itself, shall be unlimited.

ARTICLE XII

A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the corporation and adoption of the by-laws and the transaction of such other business as may be desired.

ARTICLE XIII

The registered office and the registered agent shall be as follows:

W. A. Carter  
6120 Castlewood Lane  
Orlando, Florida 32808

I, W. A. Carter, do hereby accept the registered agent designation.

W. A. Carter  
W. A. Carter

IN WITNESS WHEREFORE, we have hereunto set our hands and seal at Orlando, Florida, this 14th day of March, 1996.

Leon L. Theodore  
Leon L. Theodore

Beatrice P. Theodore  
Beatrice P. Theodore

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STATE  
CLERK  
OF  
ORANGE  
COUNTY  
FLORIDA

STATE OF FLORIDA:  
COUNTY OF ORANGE:

BEFORE ME, the undersigned authority, personally appeared Leon L. Theodore and Beatrice P. Theodore known by me to be the persons described in and who signed the Corporate Articles of Incorporation and who acknowledged before me that they signed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Orlando, Orange County, Florida, this 29 day of March, 1996.

Monna J. Pressley  
Notary Public

My commission expires:

4.

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