

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



P96000028507

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 897632 1429D

AUTHORIZATION :

Patricia Pzyt

COST LIMIT : \$ 70.00

ORDER DATE : March 27, 1996

80000175998

ORDER TIME : 11:59 AM

ORDER NO. : 897632

CUSTOMER NO: 1429D

CUSTOMER: Mary Jo McIntyre, Legal Asst
CUMMINGS & LOCKWOOD

P. O. Box 413032
3001 Tamiami Trail, North
Naples, FL 33941-3032

DOMESTIC FILING

NAME: THE ART CART, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozat

EXAMINER'S INITIALS:

W96-6759

FILED
96 MAR 28 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc 4/2/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 28, 1996

Case Lake

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: THE ART CART, INC.
Ref. Number: W96000006759

Resubmit

We have received your document for THE ART CART, INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days of your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 796A00014302

RECEIVED
96 MAR 29 PM 12:21
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
THE ART CART OF NAPLES, INC.**

FILED

96 MAR 20 PM 12:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

THE ART CART OF NAPLES, INC.

SECOND: The street address of the principal office is:

1900 N. Tamiami Trail
Naples, Florida 33940

and mailing address of the Corporation is:

P.O. Box 9576
Naples, Florida 33941.

THIRD: The aggregate number of shares that the Corporation is authorized to issue is ONE THOUSAND (1,000) shares of common stock and the par value of each such share shall be ONE CENTS (\$.01). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

c/o Coastland Center Management
1900 Tamiami Trail North
Naples, Florida 33940

and the name of the Corporation's initial registered agent at such address is:

Susan Young.

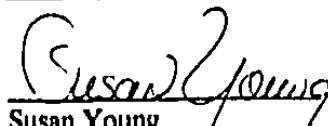
FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1), and the names of the initial directors of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualified, are:

Susan Young.

SIXTH: The name and address of the sole incorporator is:

Susan Young
P.O. Box 9576
Naples, Florida 33941.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator herein before named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 26th day of MARCH, 1996.


Susan Young
Sole Incorporator

I, Susan Young, having been designated to act as registered agent hereby agree to act in this capacity.


Susan Young
Initial Registered Agent

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

P96 00028507



ACCOUNT NO. : 072100000032

REFERENCE 167232, 1429D

AUTHORIZATION

COST LIMIT : \$ ~~2000~~ 3500

ORDER DATE : November 25, 1996

ORDER TIME : 2:51 PM

ORDER NO. : 167232-005

CUSTOMER NO: 1429D

300002013453--9

CUSTOMER: Mary Jo McIntyre, Legal Asst
Cummings & Lockwood
P. O. Box 413032
3001 Tamiami Trail, North
Naples, FL 33941-3032

DOMESTIC AMENDMENT FILING

NAME: THE ART CART OF NAPLES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
96 NOV 25 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 NOV 25 PM 3:32
DIVISION OF CORPORATION

Handwritten initials and signature: AM, DWS, 11/25

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
THE ART CART OF NAPLES, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is **THE ART CART OF NAPLES, INC.**
2. The following amendment to the Articles of Incorporation was adopted by the directors and shareholders of the corporation on November 21, 1996 in the manner prescribed by the Florida General Corporation Act.
3. Article IV of the Articles of Incorporation of **THE ART CART OF NAPLES, INC.**, is amended to read as follows:

The street address of the registered office of the Corporation is
7032 Pelican Bay Boulevard
#204
Naples, Florida 34108

and the name of the Corporation's registered agent at such address is:
Susan Young.

Dated as of this 21 day of November, 1996.



SUSAN YOUNG / Director

FILED
96 NOV 25 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**UNANIMOUS CONSENT OF
BOARD OF DIRECTORS
THE ART CART OF NAPLES, INC.**

The undersigned, being all the Directors of the above-named Florida corporation (the "Corporation") do hereby consent to the adoption of the following acts and resolutions in accordance with Chapter 607 of the Florida Statutes:

RESOLVED, that the Articles of Incorporation be and hereby are amended as reflected in the Articles of Amendment attached hereto and incorporated herein.

IN WITNESS WHEREOF, the undersigned has executed this consent as of the
21 day of November, 1996.

x Susan Young
SUSAN YOUNG / Director

N1721991.DOC 11/21/96