

BRUCE A. HAUGHT, P.A.

ATTORNEY AT LAW

601 Hwy. 90 E, Suite G
P.O. BOX 6017
DESTIN, FL 32540

(004) 837-7021
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Also Authorized in Alabama

P96000028842

March 22, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800001756038
-03/25/96--01066--003
*****70.00 *****70.00

Re: Schmidt's Gallery of Destin, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and my check in the amount of \$70.00.

Please return a filed-marked copy to the undersigned.

Yours very truly,


Bruce A. Haught

FILED
96 APR -3 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000028842

**ARTICLES OF INCORPORATION
OF
SCHMIDT'S GALLERY OF DESTIN, INC.**

FILED
96 APR -3 PM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Schmidt's Gallery of Destin, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

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

8955 Highway 98 East, Suite 103
Destin, FL 32541

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of 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 shares) at the price at which it is offered to others.

**ARTICLE VI - AUTHORIZATION OF RESTRICTIONS ON
TRANSFER OF SHARES**

All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement between the holders of such shares and the corporation. A copy of such agreement shall be kept on

file with the secretary of the corporation, and shall be subject to inspection by shareholders of record and bona fide creditors of the corporation at reasonable times during business hours.

ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is Bruce A. Haught, 501 Highway 98 E, Suite G, Destin, FL 32541.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The board of directors of this corporation shall have no fewer than one (1) director nor more than five (5) directors. The initial board of directors shall consist of two (2) directors:

Director/President

Susan Borden Schmidt
8 South Palafox Street
Pensacola, FL 32503

Director/Secretary/Treasurer

M. Page Russell
68 10th Avenue
Shalimar, FL 32579

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

M. Page Russell
68 10th Avenue
Shalimar, FL 32579

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


The corporation shall indemnify its directors, officers, employees, and

agents to the fullest extent permitted by law.

ARTICLE XII - ACTION WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this the 22 day of March, 1996.


M. Page Russell
Incorporator

STATE OF FLORIDA)
COUNTY OF OKALOOSA)

The foregoing instrument was acknowledged before me this 22 day of March, 1996, by M. Page Russell, who personally appeared before me and is personally known to me or who produced _____ as proof of identification and who did take an oath.


NOTARY PUBLIC



BRUCE A HAUGHT
My Commission CC355136
Expires Mar. 13, 1996
Bonded by HAI
800-422-1555

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

Pursuant to the provisions of sections 607.0501 and 617.0501, 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 Schimdt's Gallery of Destin, Inc.
2. The name and address of the registered agent and office is Bruce A. Haught, 501 Highway 98 E, Suite G, Destin, FL 32541.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

Dated this 27 day of March, 1996.

Bruce A. Haught

By: 
Registered Agent

P96000028842

Bruce A. Haught, P.A.
ATTORNEY AT LAW

501 Hwy. 98 E., Suite G
P.O. Box 5017
Destin, FL 32540

(904) 837-7021
FAX (904) 837-8121
Also Admitted in Alabama

July 7, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

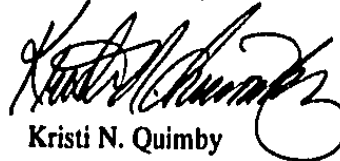
RE: Schmidt's Gallery of Destin, Inc.

Dear Sir or Madam:

Enclosed please find an original and two (2) copies of the articles of amendment for the above referenced corporation and a check in the amount of \$35.00.

Please return a certified copy to the above letterhead address.

Yours very truly,


Kristi N. Quimby

Enclosures

100002233451--9
-07/09/97--01023--012
*****35.00 *****35.00

NC
PSS
7-14

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SCHMIDT'S GALLERY OF DESTIN, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment Adopted:

a. Article 1 of the Articles of Incorporation is hereby amended to read:
The name of the corporation is Page O'Connor Fine Arts, Inc.

SECOND: The date of adoption of the amendment: June 19, 1997.

THIRD: These amendments were approved by the shareholder. The number of votes cast for the amendment was sufficient for approval.

Signed this 19th day of June, 1997.

Schmidt's Gallery of Destin, Inc.

By: M. Page O'Connor /ST
M. Page O'Connor
Sole Director/Shareholder

FILED
97 JUL -9 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA