

P96000032529

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-4070

Calling Address: Post Office Box 10549, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: The Yellow

Capital Express™

Art. of Inc. File

Corp. Record Search

Ltd. Partnership File

Foreign Corp. File

() Cert. Copy(n)

Art. of Amend. File

Dissolution/Withdrawal

C U S.

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s. _____ Copies

Courier Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prop.

FAX () _____ pgs.

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____

BY _____ CK No. _____

WALK-IN Will Pick Up 4/15 1:00

ARTICLES OF INCORPORATION
OF
THE GALLERY ON GREENE, INC.

FILED
96 APR 15 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is: THE GALLERY ON GREENE, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date of the filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

(a) To design, create, manufacture, purchase, repair, restore, reconstruct, exhibit, sell, and generally deal in, as principal or agent, on commission or otherwise, pictures, paintings, works of art of every class, kind, and description, and copies or reproductions thereof, ornaments, statues, carvings, china, pottery, glassware, jewelry, articles made from precious and other metals, tapestries, rugs, furniture, and antiques. To engage in interior decorating, to supply advice, plans, and materials for the decoration and furnishing of houses, rooms, apartments, and private and public buildings of all kinds, and to supply the services of experts in and about the same. To manufacture, buy, sell, and deal in art materials and artists and cabinetmakers' supplies of all kinds.

(b) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate, and the negotiating of loans thereon; to borrow and lend money and to negotiate loans; to draw, endorse, accept, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

(c) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same. To enter into or engage in any such business, trade or enterprise.

(d) To make and carry out contracts for building, erecting, improving and repairing buildings, structures, improvements, warehouses, docks, bridges, bulkheads, sea walls, fills and structures of every kind and nature whatsoever; to build, construct or repair roads, bridges, wharves, sea walls, sidewalks, ditches, drains, bulkheads and in connection therewith, to use any appliance or appliances, dredge or equipment of whatsoever nature for the purpose of so doing; to carry on in any and all of its respective branches in the business of general contracting of whatsoever nature; to own and operate boats, boat lines, bridges and dredges; to make, deepen or widen channels or canals; to fill in low ground, to buy, sell, manufacture, trade and deal in machinery, tools, and in steel, iron, plaster, granite, implements, stone, brick, lumber, shell, sand and every kind of building material and supplies whatsoever; to make all manner of river and harbor improvements; to engage in the building of buildings and repairing of vessels, ships, boats, crafts and to do all manner of marine construction work.

(e) To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and services of a sales and commission agency, and to do all things necessary in connection with the operation of a sales and commission agency; as well as to engage in other similar and allied businesses incidental to a sales and commission agency, which said agency will operate both within and without the continental limits of the United States of America.

(f) To own, conduct, operate and maintain a store or stores or distribution centers, warehouses, lofts, lots, storage centers or other outlets for the purpose of manufacturing, making, buying, selling and otherwise dealing in building supplies and equipment incidental to the construction business.

(g) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts and things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE IV - CAPITAL STOCK

The capital stock of this corporation shall be divided into 600 shares of common stock of TEN CENTS (\$0.10) par value. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property, labor or services may be paid for with the capital stock, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

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 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1407 Leon Street

Key West, Florida 33040

and the name of the initial registered agent of this corporation at that address is:

ALAN ECKSTEIN, ESQ.

ARTICLE VII - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address of this corporation is:

610 Greene Street

Key West, Florida 33040

and the principal office address and the business mailing address are one and the same.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial Director of this corporation is:

MARK NOAH BARAUCK

610 Greene Street

Key West, Florida 33040

ARTICLE IX - INCORPORATOR

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

MARK NOAH BARAUCK

610 Greene Street

Key West, Florida 33040

ARTICLE X - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in Meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XI - INDEMNIFICATION

This corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of shareholders or disinterested directors or otherwise holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment thereto, and any right conferred upon the stockholder is subject to this reservation.

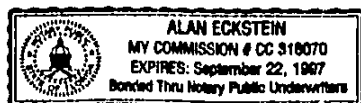
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 12 day of April, 1996.

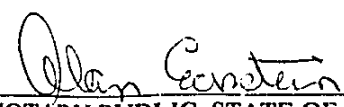

MARK NOAH BARAUCK

STATE OF FLORIDA)
)SS.
COUNTY OF MONROE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared MARK NOAH BARAUCK, to me personally known and known by me to be the person who executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at said County and State this 12 day of April, 1996.




NOTARY PUBLIC, STATE OF FLORIDA

Type of Identification for Incorporator: Florida Driver License

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

96 APR 15 PM 1:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT THE GALLERY ON GREENE, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF KEY WEST, STATE OF FLORIDA, HAS NAMED ALAN ECKSTEIN, ESQUIRE, LOCATED AT 1407 LEON STREET, CITY OF KEY WEST, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

[Signature]
(CORPORATE OFFICER)

TITLE:

SECRETARY/TREASURER

DATE:

4/12/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

[Signature]
(RESIDENT AGENT)

DATE:

4-12-96

P96000032529

ALAN ECKSTEIN

ATTORNEY AT LAW

1407 LEON STREET
KEY WEST, FL 33040
TELEPHONE (305) 894-2247

March 21, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100002122151--9
-03/24/97--01152--006
*****35.00 *****35.00

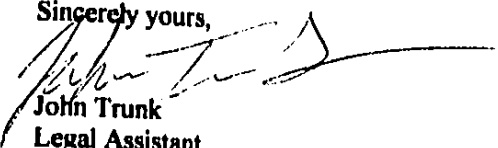
RE: THE GALLERY ON GREEN, INC.

Dear Sir or Madam:

In connection with the captioned corporation, I enclose herewith an original and copy of the Articles of Amendment. I am also enclosing herewith my check in the amount of \$35.00, representing the costs of filing.

Thank you for your cooperation and attention to this matter.

Sincerely yours,


John Trunk
Legal Assistant

Enclosure

FILED
97 MAR 24 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 3/26

ARTICLES OF AMENDMENT

1. The following provisions of the Articles of Incorporation of **The Gallery On Greene, Inc.**, a Florida Corporation, filed in Tallahassee on April 15, 1996, be and they hereby are amended in the following particulars:

Article VII be and it hereby is amended to read as follows:

The principal office address of this corporation is.

606 Greene Street

Key West, Florida 33040

and the principal office address and the business mailing address are one and the same.

FILED
97 MAR 24 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VIII be and it hereby is amended to read as follows:

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial Director of this corporation is:

MARK NOAH BARAUCK

606 Greene Street

Key West, Florida 33040

Article IX be and it hereby is amended to read as follows:

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

MARK NOAH BARAUCK

606 Greene Street

Key West, Florida 33040

2. The foregoing amendment was adopted by unanimous consent of the Stockholders entitled to vote and Directors of the corporation on the 14 day of MARCH, 1997.

THE GALLERY ON GREENE, INC.

By: 

Mark Noah Barauck, President


Mark Noah Barauck, Secretary

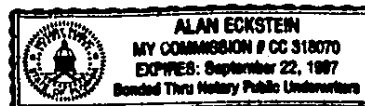
STATE OF FLORIDA

COUNTY OF MONROE

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared **MARK NOAH BARAUCK**, to me known and known by me to be the person who executed the foregoing Articles of Amendment for the purposes therein expressed.

WITNESS my hand and official seal at said County and State this 14 day of March, 1997.


NOTARY PUBLIC, STATE OF FLORIDA



Type of Identification for corporate President and Secretary: Florida Driver License