

P96000033117

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-6062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Art + Photo Frames, Inc.

☒ Capital Express™

☒ Art. of Inc. File

☐ Corp. Record Search

☐ Ltd. Partnership File

☒ Foreign Corp. File

☒ () Cert. Copy(s)

☐ Art. of Amend. File

☐ Dissolution/Withdrawal

☐ C U S-

☐ Filiofilous Name File

☐ Name Reservation

☐ Annual Report/Statement ****122.50 ****122.50

☐ 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 _____

WALK-IN
Will Pick Up 1/16 4:30

ARTICLES OF INCORPORATION
OF
ART & PHOTO FRAMES, INC.

FILED
96 APR 16 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE: NAME

The name of the corporation is ART & PHOTO FRAMES, INC.

ARTICLE TWO: DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE: PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. However the primary business purpose of the corporation is to sell, publish, frame and market artwork.

ARTICLE FOUR: PRINCIPLE OFFICE

The address of the principle office of the corporation in this State is 5015 Aragon Way South, St. Petersburg, FL 33705.

ARTICLE FIVE : CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is 1,000. , all of which shall be common shares, with par value of \$1.00.

ARTICLE SIX: PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into a carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE SEVEN: REGISTERED OFFICE

The street address of the initial registered office of the corporation is, 2950-Fifth Avenue North St. Petersburg, FL 33713 and the name of the initial registered agent at that address is DYRIL L. FLANAGAN, ESQ.

ARTICLE EIGHT: DIRECTORS

The initial board of directors of the corporation shall consist of one (1) member. The number of directors may be either increased or decreased from time to time as provided in the by laws of the Corporation

NAME	TITLE	ADDRESS
Madeline Frazier	President	17955 Lake Carlton Drive Tampa, FL
Reginald Lewis	Vice President	5015 Aragon Way So. St. Pete, FL

ARTICLE NINE: INCORPORATORS

The names and post office addresses of the incorporators are:

NAME	ADDRESS
<u>DYRIL L. FLANAGAN</u>	<u>2950-Fifth Avenue North</u> <u>St. Petersburg, Florida 33713</u>

ARTICLE TEN: COMMENCEMENT OF EXISTENCE

The corporation shall commence its existence on 10th day of April, 1996.

IN WITNESS WHEREOF, I have subscribed my name this 10th day of April, 1996


DYRIL L. FLANAGAN
INCORPORATOR

STATE OF FLORIDA :
COUNTY OF PINELLAS :

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared DYRIL L. FLANAGAN, who is personally known to me to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at St. Petersburg, said County and State, this 10th day of April, 1996.




NOTARY PUBLIC

Name: Lori S. O'Sick
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR THE SERVICE OF PROCESS WITHIN THIS STATE

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

96 APR 16 PM 3:58

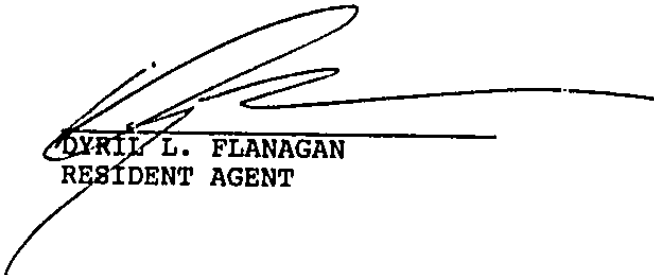
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act,

That Art & Photo Frames, Inc., desiring to organize under the laws of Florida with its principal office as indicated in the Articles of Incorporation, at the City of St. Petersburg, County of Pinellas, State of Florida, has named Dyril L. Flanagan as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept relative to keeping open said office.


DYRIL L. FLANAGAN
RESIDENT AGENT

P96000033117

November 21, 1996

Ms. Madeline J. Frazier
5430 Deerbrooke Creek Circle
Apt. # 28
Tampa, Florida 33624

FILED
96 NOV 25 AM 10:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

900002014909--3
-11/26/96--01138--010
*****35.00 *****35.00

Re: Art & Photo Frames, Inc. ~~by Innervisions~~

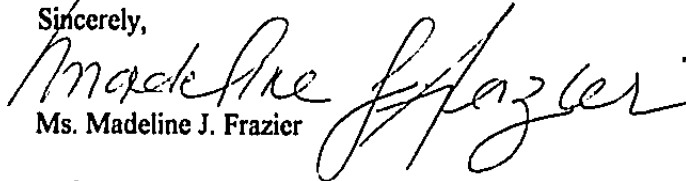
To Whom It May Concern:

It has been brought to my attention that my name is currently listed as President and Director of the above referenced corporation. It should be noted that, I never authorized or granted permission for my name to be used. In addition, I never agreed to accept the position as President and Director of Art & Photo Frames, Inc. ~~by Innervisions~~. I do not own any shares in this corporation nor have I ever received any monetary compensation. Consequently, I hereby request that my name be removed as President and Director from Art & Photo Frames, Inc. by Innervisions' Articles of Incorporation retroactive to the 4/10/96 incorporation date.

I was advised that a filing fee of \$35.00 is required in order to process this transaction. Hence, a check made payable to the Division of Corporations for the amount of \$35.00 has been enclosed. In addition, I have enclosed a completed Officer/Director Resignation form # CR2E044(8/95). A copy of this form will be sent via certified mail return receipt to the above referenced corporation.

If possible, please acknowledge in writing that the above transaction has been processed

Sincerely,


Ms. Madeline J. Frazier

enclosure (2)

cc: File

VS DEC 5 1996

O/D Resig.

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

FILED
96 NOV 25 AM 10:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, Maecine Frazier, hereby resign as President/Director
(Title)
of Art and Photo Frames, Inc.
(Name of Corporation)

a corporation organized under the laws of the State of Florida.

That the corporation has been notified in writing of the resignation.

Maecine Frazier
(Signature of resigning officer/director)

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314