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LETTER OF TRANSMITTAL

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-04/29/96--01008--012

****122.50 ****122.50

DATE: APRIL 12, 1996

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6007
TALLAHASSEE, FL 32304

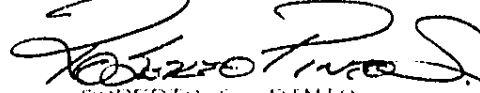
THE DIAMOND GALLERY & DESIGN
WHEEL GALLERY, INC.
(Name of Corporation)

GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF
ARTICLES OF INCORPORATION TOGETHER WITH A CHECK IN THE
AMOUNT OF \$122.50.

THIS REPRESENTS THE COST OF THE FILING FEES, CERTIFIED
COPY OF ARTICLES OF INCORPORATION AND FEE FOR REGISTERED
AGENT DESIGNATION FOR THE ABOVE NAMED CORPORATION.

VERY TRULY YOURS,


ROBERTO S. PINTO

(Mailing address of corp.)

924 ELDORADO PKWY
Cape Coral, FL 33914
(941) 549-2441

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 APR 29 PM 5:19

APPROVED
AND
FILED

MSB
4/25/96

THE CORPORATE GOVERNANCE OF THE CORPORATION SHALL BE THE
MATTER OF THE CORPORATION.
THE BOARD OF DIRECTORS SHALL BE THE BOARD OF DIRECTORS OF
THE CORPORATION. THE BOARD OF DIRECTORS SHALL BE THE BOARD OF
DIRECTORS OF THE CORPORATION UNDER THE LAWS OF THE STATE
OF FLORIDA.

ARTICLE IV - CORPORATION NAME
THE NAME OF THE CORPORATION IS
THE FLORIDA GALLERY & DESIGN MUSEUM, INC.
ARTICLE V - PURPOSE

THE CORPORATION SHALL EXIST PERPETUALLY AND SHALL BE
GOVERNED BY THE BOARD OF DIRECTORS.

ARTICLE VI - PURPOSE
THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF PROMOTING AND
ADVANCING THE ARTS AND CULTURE OF THE STATE OF THE
UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE VII - CAPITAL STOCK
THE CORPORATION IS AUTHORIZED TO ISSUE 100,000 SHARES (100,000) OF
COMMON STOCK, PAR VALUE \$1.00 (ONE DOLLAR) PER SHARE. COMMON
STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARE."

ARTICLE VIII - OFFICIAL REGISTERED OFFICE AND
OFFICE OF THE CORPORATION
THE OFFICIAL OFFICE OF THE BOARD OF DIRECTORS OF THE
CORPORATION IS LOCATED AT THE
NAME: THE FLORIDA GALLERY & DESIGN MUSEUM, INC.
ADDRESS: 924 ELDERADO PKWY.
CAPE CORAL, FL 33914

ARTICLE IX - INITIAL BOARD OF DIRECTORS
THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY. THE
NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DECREASED
FROM TIME TO TIME BY THE BOARD OF DIRECTORS, BUT SHALL NEVER BE LESS
THAN ONE (1). THE NAMES AND ADDRESSES OF THE INITIAL
DIRECTOR (S) OF THE CORPORATION ARE AS FOLLOWS:

NAME: ROBERTO S. PINTO
STREET: 924 ELDERADO PKWY.
ADDRESS: Cape Coral, FL 33914

ADDITIONAL:
NAME: ELLY J. PINTO
STREET: 924 ELDERADO PKWY.
ADDRESS: Cape Coral, FL 33914

ARTICLE VII INCORPORATION

THE NAME AND ADDRESS OF THE INCORPORATORS, SIGNING THE ARTICLES OF THE INCORPORATION, THIS 17TH DAY OF JANUARY 1996.

(NAME) *Roberto S. Pinto* ROBERTO S. PINTO PRES.
924 FLORADO PEKY
CAPE CORAL, FL 33914

KELLY J. PINTO VICE PRES.
924 FLORADO PEKY,
CAPE CORAL, FL 33914

VZP

VZP

Kelly J. Pinto

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

531996 11 9 15

APPROVED
AND
FILED

STATE OF FLORIDA
COUNTY OF LEE

APRIL 17TH 1996

BEFORE ME, A NOTARY PUBLIC, AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE PERSONALLY APPEARED :

ROBERTO S. PINTO
KELLY J. PINTO

KNOWN TO ME AND KNOWN TO BE THE PERSON(S) WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL. IN THE STATE AND COUNTY AFORESAID, THIS 17TH DAY OF APRIL 1996.



PEGGY J WILLIAMS
My Commission CC471226
Expires Jul. 18, 1999
Bonded by ANB
800-852-6878

Peggy J. Williams
PEGGY J. WILLIAMS, NOTARY

CERTIFICATE OF REGISTERED AGENT
OF

THE PLANOIR GALLERY & DESIGN BOUTIQUE, INC.

(NAME OF CORPORATION)

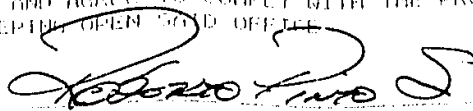
PURSUANT TO FLORIDA STATUTES, SECTION 607.01 AND 607.02, THE FOLLOWING IS SUBMITTED: THE PLANOIR GALLERY & DESIGN BOUTIQUE, INC.

THE ABOVE CORPORATION DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS REGISTERED OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION.

AND FEDERICO PEAY, WEST LAKE CORNWALL, CONNECTICUT
HAS NAMED ROBERTO S. PINTO
LOCATED AT THE ABOVE SAID ADDRESS, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

ROBERTO S. PINTO
HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, AND BEING FAMILIAR WITH THE OBLIGATIONS OF THAT POSITION, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF FLORIDA LAW IN KEEPING OPEN SAID OFFICE.



ROBERTO S. PINTO
(SIGNATURE) Registered Agent

ARTICLE OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 APR 22 10 51 AM

APPROVED
AND
FILED