

P96000049444

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. 1-800-342-8062
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 \$ _____

R CHASSER JUN 11 1996

REQUEST TAKEN CONFIRMED APPROVED
DATE 6/10/96
TIME 12:00 CK No.
BY CD

WALK-IN Will Pick Up _____

No 52603
RE: Buffy Enterprises, 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
- O U B
- 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 Prep.
- 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, 16% per Annum.

THANK YOU
from
Your Capital Connection

FILED
JUN 10 PM 3:15
TALLAHASSEE FLORIDA

RECEIVED
96 JUN 10 PM 3:20
DIVISION OF CORPORATION

600001857176
06/11/96 01003 003
****122.50 ****122.50

ARTICLES OF INCORPORATION

OF

BUFFY ENTERPRISES, INC.

LOCATION OF
PRINCIPAL OFFICE:

3438 EAST LAKE ROAD
SUITES 6 & 7
PALM HARBOR, FL 34685
(813) 786-6362

FILED
96 JUN 10 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is **BUFFY ENTERPRISES, INC.**

ARTICLE II - Purpose

1. This corporation is organized for the purpose of transacting any and/or all lawful business including, but not limited to, conducting the specific business of custom framing, gallery art sales along with needle art, and any other related business matters.

2. To act on its own behalf in all legal or equitable proceedings or suits.

3. To acquire, hold, use, deal in, encumber, dispose of property, real or personal, and any interest therein.

4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

7. To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purposes, with limit as to amount, with any person, firm, association, or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

8. To carry on any or all of its operation and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

9. To do any or all of the things herein set forth to the same extent as natural persons might or could do, in any part of the world as principals, agents, contractors, or otherwise, alone, or any company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

10. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in the Article shall be regarded as independent objects and powers.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding any time shall consist of 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - Initial Registered Office and Agent

The name of the original registered agent and the street address of the initial registered office of this corporation is:

**DENNIS J. VACCARO
3438 EAST LAKE ROAD, SUITES 6 & 7
PALM HARBOR, FL 34685
(813) 786-6362**

ACCEPTANCE OF REGISTERED AGENT

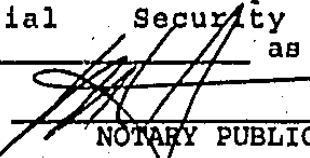
Having been named to accept service of process for the above stated corporation, at the place designated in Article IV, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



DENNIS J. VACCARO
Date: June 7, 1996

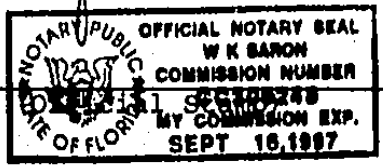
STATE OF FLORIDA :
 : SS.
COUNTY OF PINELLAS :

THE FOREGOING INSTRUMENT acknowledged before me this 7th day of June, 1996, by DENNIS J. VACCARO, the individual described herein as **Incorporator/Subscriber** and who acknowledged before me that the Articles were executed for the purposes therein expressed and who is personally known to me or who has produced: () Driver's License () Passport () Social Security Card () Other _____ as identification.



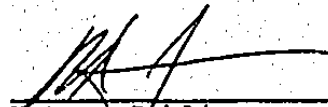
NOTARY PUBLIC 6/7/96

My Commission Expires:

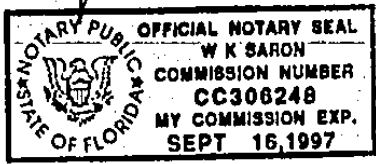


STATE OF FLORIDA :
 : SS.
COUNTY OF PINELLAS :

THE FOREGOING INSTRUMENT acknowledged before me this 7th day of June, 1996, by DENNIS J. VACCARO, **Registered Agent**, who is personally known to me or who has produced: () Driver's License () Passport () Social Security Card () Other _____ as identification.



Notary Public 6/7/96
My Commission Expires:



ARTICLE V - Initial Board of Directors

This corporation shall have TWO (2) Director(s) initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial Director(s) of this corporation are:

DENNIS J. VACCARO
PRESIDENT
3438 EAST LAKE ROAD
SUITES 6 & 7
PALM HARBOR, FL 34685

SHARON L. VACCARO
SECRETARY/TREASURER
3438 EAST LAKE ROAD
SUITES 6 & 7
PALM HARBOR, FL 34685

FILED
96 JUN 10 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - Incorporator

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

DENNIS J. VACCARO
3438 EAST LAKE ROAD
SUITES 6 & 7
PALM HARBOR, FL 34685


ARTICLE VII - Duration

This corporation shall have perpetual existence.

ARTICLE VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of June, 1996.



DENNIS J. VACCARO
Subscriber