

MICHAEL L. BROOKS
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June 12, 1996

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Corporate Records Bureau
Division of Corporation
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RE: Frames For Less, Inc.

Dear Sir/Madam:

Enclosed you will find an original and one copy of the Articles of Incorporation of Frames For Less, Inc. for filing by the Department of State in accordance with the Florida General Corporation Act.

You will also find enclosed a check made payable to the Secretary of State in the amount of \$122.50 to cover the following:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	<u>\$122.50</u>

The certified copy of the Articles should be mailed to Michael L. Brooks, 437 East Monroe Street, Suite 202, Jacksonville, Florida 32202.

Thank you for your cooperation in this matter.

Very truly yours,

Michael L. Brooks
Michael L. Brooks

MLB/kmb
Enclosures

JUN 17 1996

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FILED
96 JUN 14 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FRAMES FOR LESS, INC.

95 JUN 14 PM 1:33

TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name and Principal Place of Business

The name of the corporation is Frames For Less, Inc., and the principal place of business is 437 East Monroe Street, Suite 202, Jacksonville, Florida 32202.

ARTICLE II

Duration

This corporation shall exist perpetually, commencing upon the filing of these Articles with the Secretary of State of the State of Florida.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1,000 shares of par value common stock which shall be designated "Common Shares."

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 437 East Monroe Street, Suite 202, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Michael L. Brooks.

ARTICLE VI

Directors

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one.

ARTICLE VII

Initial Directors

The name and street address of the initial director of the corporation is:

Michael L. Brooks
437 East Monroe Street, Suite 202
Jacksonville, Florida 32202

ARTICLE VIII

Incorporators

The name and street address of the person(s) signing these Articles is:

Michael L. Brooks
437 East Monroe Street, Suite 202
Jacksonville, Florida 32202

ARTICLE IX

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, provided, however, the Board of Directors may not alter or repeal a bylaw or amendment thereto adopted by the shareholders.

ARTICLE X

Restrictions of Transfer of Stock

The shareholders may, by bylaw provision or by shareholders' agreement, recorded in the Minute Book, impose such restrictions on the sale, transfer or encumbrance of the stock of the corporation as they may see fit.

ARTICLE XI

Director Compensation

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XII

Indemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV

Preemptive Rights

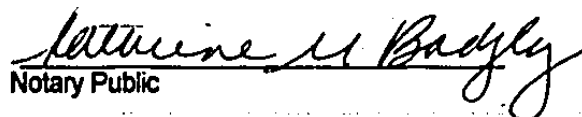
Every shareholder, upon the issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 12th day of June, 1998.


Michael L. Brooks

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 12th day of June, 1998 by Michael L. Brooks, who is personally known to me.


Notary Public



DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

WITNESSETH

That FRAMES FOR LESS, INC., desiring to organize under the laws of the State of Florida, which will have its principal office in Jacksonville, Florida, has named Michael L. Brooks, 437 East Monroe Street, Suite 202, Jacksonville, Florida 32202, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named by the incorporators of FRAMES FOR LESS, INC., as registered agent to accept service of process for the Corporation, at 437 E. Monroe Street, Suite 202, Jacksonville, Florida 32202, I hereby agree to serve as the registered agent for the Corporation, and agree to comply with the applicable provisions of the Florida Statutes.

Dated this 12th day of June, 1996.



Michael L. Brooks
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA