

P96000062586

COE AND BROBERG
PALM BEACH, FLORIDA 33480

CHARLES FRANCIS COE (1880-1954)
GUSTAVE T. BROBERG, JR.
PETER B. BROBERG
ROGER C. STANTON

July 19, 1996

P.O. BOX 888
223 PERUVIAN AVENUE
TELEPHONE (407) 888-8100
TELEFAX (407) 888-0088

Florida Dept. Of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32341

800001904698
-07/25/96--01094--005
****122.50 ****122.50

Re: Artfelt, Inc.

Gentlemen:

Enclosed please find original Articles of Incorporation duly executed and notarized with Designated Resident Agent.

I am also enclosing check payable to the Secretary of State in the sum of \$122.50 and I request that you return a **certified** copy of incorporation for said corporation as follows:

Artfelt, Inc.
Attention: Diana
c/o Coe and Broberg
223 Peruvian Avenue
Palm Beach, Florida 33480

FILED
96 JUL 25 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A self-addressed envelope is enclosed for your convenience.

I would appreciate your returning said certified copy of incorporation at your earliest convenience.

If there is any additional information you require, please do not hesitate to call collect.

I remain

Sincerely,

GTBjr/dp
Enclosures

gtb/diana/fell/ltr.7

[Handwritten signature]

ARTICLES OF INCORPORATION

OF

ARTFELT, INC.

FILED
JUL 25 1961
CLERK OF COURT
PALM BEACH, FLORIDA

The undersigned, acting as Incorporator of a corporation, under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME.** The name of the corporation is **Artfelt, Inc.**
2. **DURATION.** The period of its duration is perpetual.
3. **PURPOSE.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. **CAPITAL STOCK.** The corporation is authorized to issue 100 shares, all of one class, at no par value.
5. **INITIAL REGISTERED OFFICE AND AGENT.** The principal place of business shall be 142 Van Gogh Way, Royal Palm Beach, Florida 33411, and the registered agent shall be DEBBIE BROWN, whose office is 117 Cambridge Lane, Royal Palm Beach, Florida 33411.

6. **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 an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director and officer of this corporation are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
DIANA JEAN PALMER	President/Treasurer Secretary	142 Van Gogh Way Royal Plm Bch, Fl

7. **DIRECTOR QUORUM AND VOTING.** One Hundred (100%) percent of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of One Hundred (100%) percent of the directors shall be the act of the Board of Directors.

8. **DIRECTOR CONFLICT OF INTEREST.** No contract or other transaction between the corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that her or their votes are counted for such purposes if the contract is or has been executed by a Director who has no interest whether it be financial or otherwise in the other party to the contract.

9. **ACTIONS REQUIRING ONE HUNDRED (100%) PERCENT APPROVAL.** The Board of Directors of the corporation may not authorize any mortgage, dispose of assets, distribute proceeds, declare any dividend, sell, lease, pledge, or create a security interest in, any or all of the property and assets of the corporation for the

purpose of securing the payment or performance of any obligation for the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of One Hundred (100%) Percent of the shares of the corporation entitled to vote thereon and not otherwise. In addition, One Hundred (100%) percent approval is required to engage in any business.

10. **MEETINGS BY CONFERENCE TELEPHONE.** Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law but regular meetings of the Board of Directors must be attended in fact in person by each director.

11. **AMENDMENT OF ARTICLES.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the directors and a vote of One Hundred (100%) percent of the directors is necessary to accomplish the amendment or repeal.

12. **SHAREHOLDER QUORUM AND VOTING.** One Hundred (100%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of One Hundred (100%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

13. **INCORPORATOR.** The name and address of the Incorporator signing these Articles of Incorporation is DIANA JEAN PALMER, 142 Van Gogh Way, Royal Palm Beach, Florida 33480.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of July, 1996.

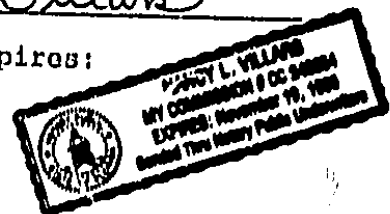

DIANA JEAN PALMER
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared
DIANA JEAN PALMER and to me personally known to be the person who
executed the foregoing Articles of Incorporation, and she
acknowledged to and before me that she executed such instrument and
who did take an oath.

1996 IN WITNESS WHEREOF, I have hereunto set my hand and seal this
day of July, 1996.

Nancy L. Villars
Notary Public
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
JUL 31 1968
CLERK OF COURT
JUL 31 1968
CLERK OF COURT

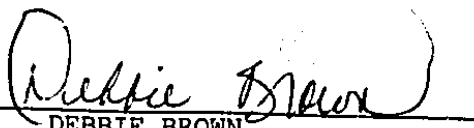
In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First -- That ARTFELT, INC. desiring to organize under the
laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation at 142 Van Gogh Way,
Royal Palm Beach, Florida 33411 and has named DEBBIE BROWN, 117
Cambridge Lane, Royal Palm Beach, Florida 33411 as its agent to
accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By:



DEBBIE BROWN

"Resident Agent"