

P96000065530

4501 Taniami Trail North  
Naples, Florida 33940-3000  
941/202-5959  
FAX 941/434-4999

Attn: J. R. Relli  
West Palm Beach and Naples, Florida  
Phoenix, Arizona

Quarles & Brady

VIA FEDERAL EXPRESS

August 5, 1996

The Fund  
Attn: Barbara  
660 E. Jefferson Street, Suite 200  
Tallahassee, Florida 32301

Re: Incorporation of *Fine Imports, Inc.*

Dear Barbara:

Per our discussion, enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation along with a Designation of Registered Agent and this firm's check in the amount of \$122.50 representing the State's incorporation and certified copy fee.

Accordingly, please file the enclosed documents and return the Corporate Charter and certified copy of the Articles to me at your earliest convenience.

If you should have any questions regarding this matter, please do not hesitate to contact me on my direct line, 941/434-4921. Thank you.

Sincerely,

QUARLES & BRADY

*Christine J. Relli*

Christine J. Relli  
Legal Secretary to James T. Demarest

Enclosures

Naples Attorneys

Jackman M. Oruce, Jr.  
Louis D. D'Agostino  
James T. Demarest  
Kevin A. Drenth  
Robert E. Drenth  
Timothy D. Drenth  
Stephen S. Drenth  
John H. Drenth  
Kimberly L. Drenth  
Linda E. Drenth  
Thomas C. Drenth  
F. Joseph M. Drenth  
M. L. Drenth  
L. J. Drenth  
John D. Drenth

FILED  
STATE  
RECORDS  
DIVISION  
AUG 28 1996  
TALLAHASSEE, FL

RECEIVED  
AUG 06 1996  
TALLAHASSEE, FL  
122.50

MC 8-6-96

ARTICLES OF INCORPORATION  
OF  
FINE IMPORTS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG -6 PM 2:28

ARTICLE I.  
CORPORATE NAME

The name of this Corporation is: FINE IMPORTS, INC.

ARTICLE II.  
CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 common shares. Common shares shall be the only class of shares which this Corporation shall have authority to issue.

ARTICLE III.  
INCORPORATOR

The name and address of the incorporator is:

Name

Address

James T. Demarest

1288 Belaire Court  
Naples, Florida 34110

ARTICLE IV.  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 1288 Belaire Court, Naples, Florida 34110, and the name of the initial registered agent of this Corporation at that address is: James T. Demarest.

**ARTICLE V,  
PRINCIPAL OFFICE**

The address of the principal office of this Corporation shall be 1288 Belaire Court,  
Naples, Florida 34110.

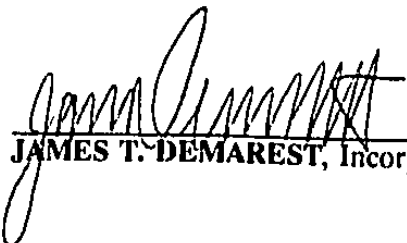
**ARTICLE VI  
BUSINESS PURPOSE**

The purpose and function of this Corporation shall be to engage in furniture and  
artwork importing, transportation and sales, and all other businesses authorized under  
Florida law.

**ARTICLE VII  
DURATION**

The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles  
of Incorporation on August 5, 1996.

  
\_\_\_\_\_  
JAMES T. DEMAREST, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND  
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091 AND SECTION 607.0501, FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:

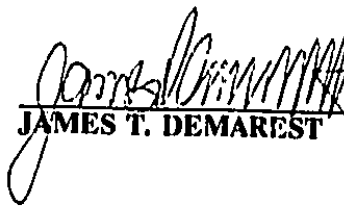
That **FINE IMPORTS, INC.**, desiring to organize under the laws of the State of  
Florida, with its principal place of business located at 1288 Belaire Court, Naples, Florida  
34110, has named James T. Demarest, located at 1288 Belaire Court, Naples, Florida  
34110, as its registered agent to accept service of process within the State of Florida.

Dated: August 5, 1996

  
JAMES T. DEMAREST, Incorporator

Having been named to accept service of process for the above-stated Corporation,  
at the place designated in this Certificate, James T. Demarest hereby agrees to comply with  
the provisions of all statutes relative to the proper and complete performance of his duties.

Dated: August 5, 1996

  
JAMES T. DEMAREST

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG -5 PM 2:28