

P96000065591

JOSEPH R. FISHER

2300 East Ocean Blvd.
Suite E-3
Stuart, FL 34996
Tel. (407) 221-8885
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July 31, 1996

State of Florida
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

Gentlemen:

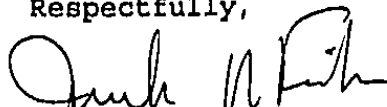
Enclosed, please find, the original and one duplicate of the Certificate and Articles of Incorporation for P S Framing & Witbeck Gallery, Inc.

Also enclosed, is a check or money order in the amount of \$70.00 from P S Framing & Witbeck Gallery, Inc. to cover your processing fees.

When these documents have been processed, please forward them directly to my office at 2300 East Ocean Boulevard, Stuart, Florida 34996.

Thank you for your cooperation in this matter.

Respectfully,


Joseph R. Fisher

encl:

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96 AUG -5 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Accounting

Taxes

86.96
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
P S FRAMING & WITBECK GALLERY, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person(s) competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of this corporation shall be P S Framing & Witbeck Gallery, Inc. and the address of this corporation is 2418 S.E. Federal Highway, Stuart, Florida 34994.

ARTICLE II.

DURATION

This corporation shall have perpetual existence.

ARTICLE III.

PURPOSE

This corporation is organized to transact any lawful business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock, with no par or stated value. The consideration to be paid for each share shall be payable in money, property, or services, at a just valuation to be fixed by the Board of Directors.

ARTICLE V.

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash 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 or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI.

CAPITALIZATION

Shares of capital stock of this corporation shall be issued initially to the following person(s) and in the amount set opposite their name:

Susanne Witbeck	1000 Shares
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ARTICLE VII.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2300 E. Ocean Boulevard, Stuart, Florida 34996 and the name of the initial registered agent of this corporation at that address is Joseph R. Fisher.

ARTICLE VIII.

INITIAL BOARD OF DIRECTORS

This corporation shall have one Director(s) initially, The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial officer(s) of this corporation are:

Susanne Witbeck
2418 S.E. Federal Highway
Stuart, Florida 34994

President

ARTICLE IX.

INCORPORATORS

The name and address of the incorporator(s) signing
these Articles of Incorporation are:

Susanne Witbeck

2418 S.E. Federal Highway
Stuart, Florida 34994

IN WITNESS WHEREOF, the subscribing incorporator(s)
hereunto set their hands and seals this 31st day of July, 1996.

WITNESSES:

Roy D. McMillan
Josh W. Fitch

Susanne Witbeck
Susanne Witbeck

STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Susanne Witbeck known to me and known by me to be the subscribing incorporator(s) who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 31st day of July, 1996.

Lynn S. Schaming
Notary Public

My Commission Expires:

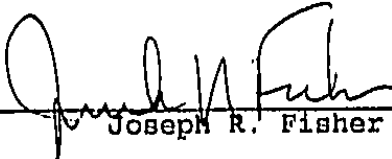
Personally Known
Produced Identification X
Type of Identification Produced
FL D.L. # W312-788-48-960-0
Expires: 12-20-2000



LYNN SIGMAN SCHAMING
MY COMMISSION # CC411285 EXPIRES
October 3, 1998
BONDED THROUGH TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

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



Joseph R. Fisher

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA