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Law Offices of
PETER J. SNYDER, P.A.
2295 CORPORATE BLVD., N.W., SUITE 145
BOCA RATON, FL 33431
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FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 SEP -5 PM 1:09

September 3, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-09/08/96--01024--009
*****122.50 *****122.50

Re: Fabulous Frames & Art, Inc.

Dear Sirs:

Enclosed please find the following:

1. Original Articles of Incorporation, together with a copy of same to be conformed and returned to me;
2. Appointment of Registered Office and Agent for the Corporation;
3. Check number 2855 in the amount of \$122.50, representing the filing fee for the Corporation;
4. A self-addressed, stamped envelope for the return of the documents.

Thank you in advance for your prompt attention and cooperation in this matter.

Sincerely,

PJ Snyder
Peter J. Snyder, Esq.
For the Firm

PJS/cr
Enc. as noted

D. BROWN SEP 10 1996

ARTICLES OF INCORPORATION OF
FABULOUS FRAMES & ART, INC.

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ARTICLE I - NAME

The name of the Corporation shall be:

FABULOUS FRAMES & ART, INC.

The principal place of business shall be:

2295 Corporate Blvd. #145
Boca Raton, FL 33431

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - NATURE OF BUSINESS

This Corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue one thousand (1,000) shares of \$.01 par value common stock which shall be designated "Common Stock".

ARTICLE V - ADDRESS

The street address of the initial Registered Office of the Corporation shall be 2295 Corporate Blvd. #145, Boca Raton, FL 33431. The name of the initial Registered Agent of the Corporation at that address is: PETER J. SNYDER, P.A.

ARTICLE VI - INCORPORATOR

The name and street address of the INCORPORATOR of these Articles of Incorporation is:

PETER J. SNYDER, P.A.
2295 Corporate Blvd. #145
Boca Raton, Florida 33431

ARTICLE VII - OFFICERS AND DIRECTORS

This Corporation shall have one Director, initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director is:

Peter J. Snyder
2295 Corporate Blvd. #145
Boca Raton, Florida 33431

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the Corporation or the remaining Shareholders, respectively. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders of this Corporation.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders entitled to vote.

ARTICLE X - POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporations Act.

ARTICLE XI - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XII - PREEMPTIVE RIGHTS

This Corporation elects to have preemptive rights.


ARTICLE XIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation. Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on September 3, 1996.

Pursuant to Chapter 92.525, Florida Statutes, under penalties of perjury, the authorized agent of Peter J. Snyder, P.A., declares that I have read the foregoing Articles of Incorporation and the facts stated in it are true.

PETER J. SNYDER, P.A.



By: Peter J. Snyder, Esq.

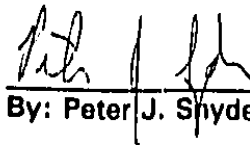
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DIVISION OF CORPORATIONS
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ACCEPTANCE OF REGISTERED AGENT OF
FABULOUS FRAMES & ART, INC.

Having been named to accept service of process for the above-stated Corporation at the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to the keeping open of said office.

Pursuant to Chapter 92.525, Florida Statutes, under penalties of perjury, the authorized agent of Peter J. Snyder, P.A., declares that I have read the foregoing articles of incorporation and the facts stated in it are true.

PETER J. SNYDER, P.A.


By: Peter J. Snyder, Esq.