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HOWARD NEWMAN  
NEWMAN FINE ARTS, INC.  
5080 N.W. 64 DRIVE  
CORAL SPRINGS, FLORIDA 33067  
954-753-4878

October 4, 1996

Secretary of State  
Florida Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

100001969201  
-10/09/96--01053--013  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Newman Fine Arts, Inc.

Dear Sir or Madam:

I am enclosing the following for filing in connection with the above-named new corporation:

1. Original and one (1) copy of Articles of Incorporation.
2. Check in the amount of \$ 122.50 representing the filing fee, registered agent fee and cost of certified copy of Articles.

Kindly return the certified copy to me in the enclosed self-addressed, stamped envelope. Your prompt attention to this matter is appreciated.

Sincerely,

NEWMAN FINE ARTS, INC.

*Howard Newman*  
HOWARD NEWMAN  
Director

HN:ps

Enclosures (as noted)

*10/14*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 OCT -9 PM 12:41

FILED

**ARTICLES OF INCORPORATION**

**OF**

**NEWMAN FINE ARTS, INC.**

96 OCT -9 PM 12:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is: **NEWMAN FINE ARTS, INC.**

**ARTICLE II - NATURE OF BUSINESS**

This corporation is being formed for the following purposes:

To conduct any and all business activities permitted by the laws of the State of Florida.

To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.

To carry on any other lawful business and to do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers herein named or for the enhancement of the value of the property of the corporation or which at any time appear conducive thereto or expedient.

**ARTICLE III - TERM OF EXISTENCE**

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation's principal office and mailing address is: **5080 NW 64 DRIVE, CORAL SPRINGS, FLORIDA 33067.**

The name of the initial registered agent of this corporation at that address is: **HOWARD NEWMAN.**

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) Director 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 (1). The name(s) and address(es) of the initial Director(s) of this corporation is/are:

**HOWARD NEWMAN**

**5080 NW 64 DRIVE  
CORAL SPRINGS, FLORIDA 33065**

#### **ARTICLE VII- CLASSES OF DIRECTORS**

The By-Laws of this corporation may provide that the Directors be divided into two (2) or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

#### **ARTICLE VIII - AMENDMENTS OF ARTICLES OF INCORPORATION AND BY-LAWS**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders of this corporation.

#### **ARTICLE IX - POWERS**

This corporation shall have all of the corporate powers as an "S" corporation.

#### **ARTICLE X - DIVIDENDS**

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

#### **ARTICLE XI - INDEMNIFICATION**

This corporation shall indemnify any and all of its Directors, Officers, employees or agents or former Directors, Officers, employees or agents or any person or persons who may have served at its request as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the costs of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or have been a Director, Officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, Officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

**ARTICLE XII - INCORPORATOR**

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

**HOWARD NEWMAN**

**5080 NW 64 DRIVE  
CORAL SPRINGS, FLORIDA 33067**

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3 day of October, 1996.


  
**HOWARD NEWMAN**

**STATE OF FLORIDA  
COUNTY OF BROWARD**

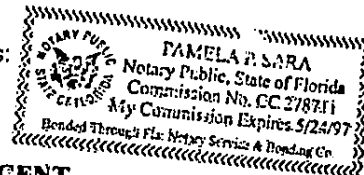
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **HOWARD NEWMAN**, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3rd day of October, 1996.

By : ☒ Personal Knowledge  
Drivers License \_\_\_\_\_  
Other \_\_\_\_\_

  
**NOTARY PUBLIC**

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **NEWMAN FINE ARTS, INC.**, desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Certificate of Incorporation at **5080 NW 64 DRIVE, CORAL SPRINGS, FLORIDA 33067**, has named **HOWARD NEWMAN**, located at

5080 NW 64 DRIVE, CORAL SPRINGS, FLORIDA 33067, as its agent to accept service of process with this State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-stated corporation at the 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.

  
HOWARD NEWMAN, Registered Agent

FILED  
96 OCT -9 PM 12:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA