

THE LAW FIRM OF  
**Macon Collyer**

1800 Second Street, Sarasota, Florida 34236  
941/365-6755

October 30, 1996

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Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

400001994314--7  
-11/01/96--01083--006  
\*\*\*\*122.50 \*\*\*\*122.50

RE: The Fulton Burt Gallery, Inc.

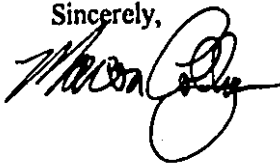
Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Incorporation and my check for \$122.50 to cover the following for the above-referenced corporation:

Filing fees	\$35.00
Certified copy	\$52.50
Registered Agent designation	\$35.00

Thank you in advance for your assistance in this regard.

Sincerely,



MC:bc  
[C:\Articles.ltr]

Enclosures

cc: Ms. Gale Fulton Ross  
1805 Ivanhoe Street  
Sarasota, Florida 34231

*11/5*

**FILED**  
96 NOV - 1 PM 4:34  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
THE FULTON BURT GALLERY, INC.**

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

**ARTICLE I - NAME**

The name of the corporation is THE FULTON BURT GALLERY, INC.

**ARTICLE II - DURATION**

The period of its duration is perpetual.

**ARTICLE III - PURPOSE**

Its purpose is to transact any activities or business permitted under the laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The corporation shall have authority to issue 1,000 shares, all of one class, at \$1.00 par value.

**ARTICLE V - PREEMPTIVE RIGHTS**

Each shareholder, upon sale for cash of any of the stock of the corporation of the same kind, class or series as that which the shareholder already holds, shall have the preemptive right to purchase his or her pro rata share thereof at the price at which it is offered to others.

#### ARTICLE VI - RESTRICTIONS ON TRANSFER

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing and signed by the shareholder, sent by registered or certified mail to the corporation at its registered office address, and remain open for acceptance by the corporation for a period of not less than fifteen days from the date of mailing. If the corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares.

On the death of any shareholder, the corporation shall have the right to purchase any shares of the capital stock of the corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by the corporation shall carry the following legend:

"These shares are held subject to certain transfer restrictions imposed by the corporation's Articles of Incorporation, a copy of which is on file at the corporation's principal office.

#### ARTICLE VII - PRINCIPAL OFFICE AND REGISTERED AGENT

The address of the corporation's initial principal office is 1280 North Palm Avenue, Sarasota, Florida 34236, and the name of its initial registered agent at such address is Gale Fulton Ross.

ARTICLE VIII - DIRECTORS

The number of directors constituting the corporation's initial Board of Directors is two,  
whose names and addresses are:

GALE FULTON ROSS  
1805 Ivanhoe Street  
Sarasota, Florida

GARY J. BURT  
9226 Midnight Pass Road  
Sarasota, Florida

The number of directors may be increased or decreased from time to time, according  
to the Bylaws of the corporation, but never shall be less than one.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

GALE FULTON ROSS  
1805 Ivanhoe Street  
Sarasota, FL 34231

IN WITNESS WHEREOF, the undersigned incorporator has subscribed her name this

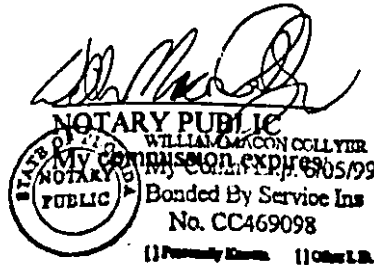
30 day of October 1996.

  
GALE FULTON ROSS

STATE OF FLORIDA       )  
                                  : SS  
COUNTY OF SARASOTA   )

(10) BEFORE ME, the undersigned authority, personally appeared GALE FULTON ROSS,  
who produced a Florida Driver's License as identification, and who upon being duly sworn,  
deposed and said that she read the foregoing Articles of Incorporation and executed the same  
freely and voluntarily for the purposes therein mentioned.

WITNESS my hand and seal in the County and State last aforesaid, this 30<sup>th</sup> day of October 1996.



### ACKNOWLEDGMENT AND ACCEPTANCE

HAVING been named as registered agent for THE FULTON BURT GALLERY, INC. at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 30 day of October 1996.

Gale Fulton Ross  
GALE FULTON ROSS

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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