

**CORPORATE
ACCESS,
INC.**

P96000092889

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

PICK UP

11/13/96

(Signature)

☐ CERTIFIED COPY

☐ CUS

☒ PHOTO COPY

☒ FILING

Profit

1.) **The Naples Art & Auction Gallery, Inc.**
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

6.)
(CORPORATE NAME & DOCUMENT #)

7.)
(CORPORATE NAME & DOCUMENT #)

8.)
(CORPORATE NAME & DOCUMENT #)

9.)
(CORPORATE NAME & DOCUMENT #)

10.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

200002002902-1-9
-11/13/96--01104--007
*****20.00 *****20.00

FILED
96 NOV 13 PM 1:34
RECEIVED BY STATE
TALLAHASSEE, FLORIDA

96 NOV 13 PM 1:34
RECEIVED BY STATE
TALLAHASSEE, FLORIDA

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

mc 11-13-96

ARTICLES OF INCORPORATION
OF
THE NAPLES ART & AUCTION GALLERY, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be:

THE NAPLES ART & AUCTION GALLERY, INC.

The address of the principal office of this corporation shall be 1570 Gulf View Dr. Sarasota, Fl 34236, and the mailing address of the corporation shall be the same.

ARTICLE II NATURE OF BUSINESS

This corporation may engage 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 III CAPITAL STOCK

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having .01¢ (cents) par value per share and 1,000 preferred stock having .01 (cents) par value per share with only the common stock having voting rights.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 1900 MAIN STREET SUITE 210 SARASOTA, FL 34236 and the name of the initial registered agent of the corporation of that address is WILLIAM RANDOLPH KLEIN, ESQUIRE.

ARTICLE V INCORPORATORS

The name and street address of the Incorporator to these Articles of Incorporation is: WILLIAM RANDOLPH KLEIN, ESQUIRE 1900 MAIN ST. SUITE 210 SARASOTA, FL 34236.

FILED
96 DEC 13 PM 1:34
CLERK OF THE
COURT
SARASOTA COUNTY
FLORIDA

ARTICLE VI TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may either increase or Decrease from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of this corporation is :

TOM HOLLAND, JR.

ARTICLE IV INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS THEREOF, the undersigned agent WILLIAM RANDOLPH KLEIN has hereunto set his hand, this 30 day of October, 1996.

WILLIAM RANDOLPH KLEIN


WILLIAM RANDOLPH KLEIN, Agent

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

THE NAPLES ART & AUCTION GALLERY, INC.

2. The name and address of the registered agent and office is:

WILLIAM RANDOLPH KLEIN, ESQUIRE
1900 MAIN STREET SUITE 210
SARASOTA, FL 34236

SIGNATURE

William Randolph Klein

TITLE Registered Agent

DATE

10/31/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

William Randolph Klein

DATE

10/31/96

FILED
96 NOV 13 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA