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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

P96000096057

ACCOUNT NO. : 072100000032

REFERENCE : 167140 143061A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizut

ORDER DATE : November 25, 1996

ORDER TIME : 2:37 PM

ORDER NO. : 167140-005

CUSTOMER NO: 143061A

700002013457--6

CUSTOMER: Richard Rossi, Esq
RICHARD ROSSI, ATTORNEY, P.A.

Penthouse #3
1700 E. Las Olas Blvd
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: LA MERMAID GALLERY D'ART, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS:

Dmc
11-25-96

FILED
96 NOV 25 PM 3:46
TALLAHASSEE, FLORIDA

RECEIVED
96 NOV 25 PM 3:32
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
LA MERMAID GALLERY D'ART, INC.**

FILED

96 NOV 25 PM 3:46

TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is the La Mermaid Gallery D'Art, Inc.

ARTICLE II

The Corporation is organized for the purpose of transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE III

The Corporation is authorized to issue 1,000 shares of common stock par value \$.001 per share.

ARTICLE IV

The address of the initial registered office of the Corporation is 326 Peruvian Avenue, Unit #6, Palm Beach, Florida 33480 and the name of the initial registered agent of the Corporation at such address is Ms. Rachael Ganz.

ARTICLE V

The initial mailing address for the Corporation is 326 Peruvian Avenue, Unit #6, Palm Beach, Florida 33480.

ARTICLE VI

The Corporation shall have 1 director(s) initially and the number of directors may be increased or decreased from time to time as provided by the By-laws but shall never be less than one (1). The name(s) and address(es) of the initial Director(s) is/are as follows:

Ms. Rachel Ganz, 326 Peruvian Avenue, Unit #6, Palm Beach, Florida 33480.

ARTICLE VII

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that such person is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VIII

The Corporation elects not to be governed by Florida Statute Section 607.0902, as amended from time to time, relating to control share acquisitions.

ARTICLE IX

The Corporation elects not to be governed by Florida Statute Section 607.0901, as amended from time to time, concerning affiliated transactions.

ARTICLE X

The name(s) and address(es) of the incorporator(s) of this Corporation is/are Ms. Rachael Ganz, 326 Peruvian Avenue, Unit #6, Palm Beach, Florida 33480.

ARTICLE XI

The Board of Directors and Shareholders may amend, repeal or adopt any By-law of and for the Corporation, but the Shareholders may prescribe that any By-law so amended, repealed or adopted by the Shareholders shall not be amended, repealed or adopted by the Board of Directors.

ARTICLE XII

The duration of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of November, 1996.


Ms. Rachael Ganz

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

FILED

96 NOV 25 PM 3:46

TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Statutes, as amended.

Ms. Rachel Ganz
Ms. Rachel Ganz