

**P96000098422**

**PREVATT ENGLAND AMBLER SNYDER & TAYLOR**  
ATTORNEYS AT LAW  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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TAMPA, FLORIDA 33608

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POST OFFICE BOX 2920  
TAMPA, FLORIDA 33601-2920

November 27, 1996

EFFECTIVE DATE  
*11-27-96*

VIA FEDERAL EXPRESS

Florida Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32314

200002018692--8  
-12/03/96--01170--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Synthesis Fine Arts, Inc.

Gentlemen:

Enclosed herewith are the Articles of Incorporation for the subject corporation together with a check in the amount of \$122.50 to cover the following:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>

**FILED**  
96 DEC - 2 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We would appreciate your filing the Articles, certifying them as the Articles of Incorporation, and returning them to us.

Sincerely,

*Mary L. Taylor*  
Mary L. Taylor

Enclosures

*12-5-96*  
*17*

ARTICLES OF INCORPORATION  
OF  
Synthesis Fine Arts, Inc.

FILED  
59 DEC - 2 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I  
NAME

EFFECTIVE DATE  
11-27-96

The name of this corporation is Synthesis Fine Arts, Inc.

ARTICLE II  
PRINCIPAL PLACE OF BUSINESS/MAILING ADDRESS

The address of the principal place of business/ mailing address of the Corporation is 2701 N. Rocky Point Drive, Island Center, Suite 525, Tampa, Florida 33607.

ARTICLE III  
COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE IV  
BUSINESS AND POWERS

A. The general nature of the business or businesses to be transacted by the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE V  
AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued

by the Corporation is 10,000 shares of capital stock, all of which shares shall be common shares of the par value of \$1.00 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or service.

**ARTICLE VI**  
**GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS**

The affirmative vote of sixty (60)% of the shares of this Corporation entitled to vote shall be required for the authorization of:

- (1) Any amendment to any provision of these Articles of Incorporation;
- (2) Any plan of merger or consolidation to which the Corporation is a party; and
- (3) Any sale or exchange of all or substantially all of the property and assets of the Corporation, including a sale in dissolution.

**ARTICLE VII**  
**PREEMPTIVE RIGHT**

The shareholders shall have preemptive rights to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares of the Corporation.

**ARTICLE VIII**  
**INITIAL REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is 201 North Franklin Street, Suite 2505, Tampa, Florida 33602, and the name of the initial registered agent at that address is Mary L. Taylor, Attorney At Law.

ARTICLE IX  
BOARD OF DIRECTORS

A. Initial Board of Directors. The names and addresses of the initial directors of the Corporation are:

Joseph R. Miller  
2701 N. Rocky Point Drive  
Island Center Suite 525  
Tampa, Florida 33607

Spurgeon Miller  
Shin Cay  
Guanaja, Honduras

B. Number and Term. The Board of Directors shall be composed of no fewer than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may also be directors; and
- (4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the

By-Laws or resolutions of the shareholders.

Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be delegated to an Executive Committee.

**ARTICLE X**  
**OFFICERS**

A. Officers of the Corporation shall consist of a President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

B. Officers need not be shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

**ARTICLE XI**  
**INCORPORATOR**

The name and street address of the person signing these Articles is:

Joseph R. Miller  
2701 N. Rocky Point Drive  
Island Center Suite 525  
Tampa, Florida 33607

**ARTICLE XII**  
**CONFLICT OF INTEREST**

No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any of this Corporation's directors are interest in, or are directors or officers of such other corporation, and no contract or other transaction between the Corporation and any other person or firm shall be affected or invalidated by the fact that any of this Corporation's director's are a party to, or are parties to, or interested in such contract or transactions; provided that in each such case the nature and extent of such directors in such contract or other transactions or the fact that such directors are directors or officers of such other corporation is disclosed at the meeting of the Board of Directors at which such contract or other transaction is authorized.

**ARTICLE XIII**  
**INDEMNIFICATION**

A. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, to the maximum extent permitted by and in the manner provided by the laws of the State of Florida.

B. The Corporation shall not, however, indemnify any director, officer or employee with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duty to the Corporation as such director, officer or employee, or to be guilty of fraud or material misrepresentation to the Corporation, its Board of Directors, its shareholders, or to any other person, nor in respect of any matter on which any settlement or compromise is effected, where the settlement or compromise shall have substantially exceeded the expense which might have reasonably been incurred by such director, officer or employee in conducting such litigation to its final conclusion. The right of indemnification granted by this Article shall not be conclusive of other rights to which any director, officer or employee may be entitled as a matter of law. Furthermore, additional rights of indemnification may be provided in the By-Laws.

**ARTICLE XIV**  
**MISCELLANEOUS**

A. Other Offices, Agencies and Branches

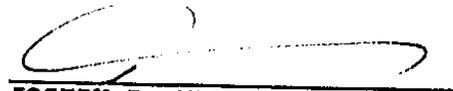
The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings

Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings

may be specified in the By-Laws or by the Board of Directors.

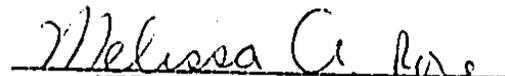
IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
29 day of November, 1996.

  
\_\_\_\_\_  
JOSEPH R. MILLER,  
as Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared JOSEPH R. MILLER, to me known and known to me to be the person described in and who signed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed.

29 WITNESS my hand and official seal at Tampa, Florida, this  
day of November, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires:



MELISSA A ROSE  
My Commission CC433157  
Expires Jan. 12, 1999  
Bonded by HAI  
800-422-1555

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of Synthesis Fine Arts, Inc., in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. §48.091, relative to keeping the corporation's registered office open and is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
\_\_\_\_\_  
MARY I. TAYLOR  
Registered Agent  
201 North Franklin Street, Ste. 2505  
Tampa, Florida 33602  
(813) 273-9666