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KEANE MURPHY & HOUGH

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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STUART
900 E. OCEAN BOULEVARD
SUITE 244
STUART, FLORIDA 34994
(561) 288-0000

PLEASE REPLY TO NAPLES OFFICE

December 17, 1996

Secretary of State
Division of Corporations
P.O. Box: 6237
Tallahassee, Florida 32301

700002036597--2
-12/24/96--01046--019
****122.50 ****122.50

EFFECTIVE DATE Re: Artistic Surroundings, Inc.
12-17-96

Dear Sir or Madam,

Enclosed please find Articles of Incorporation together with a Designation of Registered Agent to be filed in connection with the above-referenced corporation. Also enclosed is this firm's check in the amount of \$70.00 payable to the Secretary of State in payment for the following:

Filing Fees	\$35.00
Designation of Reg. Agent	\$35.00
Certified Copies of Articles	\$52.50
TOTAL	\$122.50

Kindly return the enclosed Articles of Incorporation and return to this office in the enclosed, self-addressed, stamped envelope. Thank you for your cooperation.

Sincerely,



Frank P. Murphy, Esq.

FPM/dts
Enclosures

Articles of Incorporation
Designation of Registered Agent
Check for \$122.50 for Filing Fees
SASE

SERVING:
NAPLES
FT. MYERS
LAKE LAND
STUART
PALM BEACH



BOARD CERTIFIED:

FRANK P. MURPHY IS BOARD CERTIFIED IN WILLS, TRUST AND ESTATES BY THE FLORIDA BAR.

F. C. C. S. S. S. S.

DEC 30 1996

ARTICLES OF INCORPORATION
FOR ARTISTIC SURROUNDINGS, INC.

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

EFFECTIVE DATE
12-17-96

ARTICLE I. NAME

The name of the corporation shall be Artistic Surroundings, Inc.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. STOCK

This corporation is authorized to issue 1,000,000 shares of common stock at no par value.

ARTICLE V. REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and office of this corporation are as follows:

Frank P. Murphy, Registered Agent/Office
800 Laurel Oak Dr., Ste. 301
Naples, Florida 34108

PRINCIPAL OFFICE

The principal office of Artistic Surroundings, Inc. shall be 24761 Penney Royal Drive, Bonita Springs, Florida 34134.

ARTICLE VI. DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial

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directors of this corporation are:

Thomas Tompkins
24761 Penney Royal Dr.
Bonita Springs, Fla. 34134

Catherine Tompkins
24761 Penney Royal Dr.
Bonita Springs, Fla. 34134

ARTICLE VII. OFFICERS

The initial officers of this corporation shall be President, Vice-president, Secretary and Treasurer.

ARTICLE VIII. SUBSCRIBER

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

Thomas Tompkins
24761 Penney Royal Dr.
Bonita Springs, Fla. 34134

Catherine Tompkins
24761 Penney Royal Dr.
Bonita Springs, Fla. 34134

ARTICLE IX. AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this revision.

ARTICLE X. RIGHT TO PURCHASE STOCK

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices and terms and conditions of the issue of shares, and inviting

him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of a notice from the corporation.

ARTICLE XI. VOTING

All shares of stock shall be entitled to cumulative voting in the election of the Board of Directors.

ARTICLE XII. EFFECTIVE DATE

This articles shall be effective on the date signed hereof, and the corporate existence commence as of the date signed hereof.

IN WITNESS WHEREOF, the undersigned Incorporator(s) has executed these Articles of Incorporation this 17th day of December, 1996.


Thomas Tompkins, Incorporator

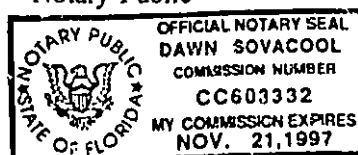

Catherine Tompkins, Incorporator

STATE OF FLORIDA
COUNTY OF Collier

I HEREBY CERTIFY that on this day before me, a Notary Public duly licensed to take acknowledgements in the State and County aforesaid, personally appeared Thomas Tompkins and Catherine Tompkins, personally known to me or have produced ~~1515-83-46-944-0-0~~ ~~1515-83-46-944-0-0~~ as identification the persons who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 17th day of December, 1996.


Notary Public



**DESIGNATION AND ACCEPTANCE OF REGISTERED OFFICE
AND REGISTERED AGENT**

The undersigned subscriber(s) of the Articles of Incorporation for ARTISTIC SURROUNDINGS, INC., hereby designates the following individual as registered agent for this corporation, and the following address as the registered office of the corporation:

Frank P. Murphy, Registered Agent/Office
800 Laurel Oak Dr., Ste. 301
Naples, Florida 34108


Thomas Tompkins

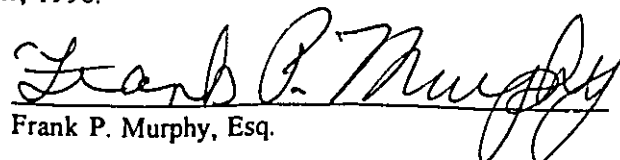

Catherine Tompkins

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TALLAHASSEE, FL
JND/A

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of ARTISTIC SURROUNDINGS, INC.

DATED this 17th day of December, 1996.


Frank P. Murphy, Esq.