

P97000000815

Battaglia Ross Dicus & Wein
Requestor's Name

980 Lyone Blvd
Address

St Pete FL 33710
City/State/Zip Phone #

Office Use Only

96 DEC 30 PM 10:49
STATE OF FLORIDA
DIVISION OF CORPORATIONS

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Soho South Gallery and Frame Shop, Incorporated
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #) 400002042074--7

4. _____
(Corporation Name) (Document #) -12/31/96--01053--003
****245.00 ****122.50

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ST
1-7-97

Examiner's Initials

ARTICLES OF INCORPORATION

OF

SoHo South Gallery and Frame Shop, Incorporated

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

**ARTICLE I
CORPORATE NAME**

The name of the corporation is SoHo South Gallery and Frame Shop, Incorporated.

**ARTICLE II
DURATION**

The period of its duration is perpetual.

**ARTICLE III
PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States and the state of Florida.

**ARTICLE IV
CAPITAL STOCK**

The corporation is authorized to issue one thousand (1000) shares, all of one class, at \$0.01 par value.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 30 AM 10:39

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

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

Marylyn A. Lowe
2105-2107 Central Avenue
St. Petersburg, Florida 33713

**ARTICLE VI
CORPORATE ADDRESS**

The street address of the initial principal office of the corporation is as follows:

2105-2107 Central Avenue
St. Petersburg, FL 33713

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of the corporation is:

<u>Name</u>	<u>Address</u>
Marylyn A. Lowe	<u>2105-2107 Central Avenue</u> <u>St. Petersburg, FL 33713</u>

**ARTICLE VIII
INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is:

Marylyn A. Lowe
2105-2107 Central Avenue
St. Petersburg, FL 33713

**ARTICLE IX
AMENDMENT OF BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

**ARTICLE X
INDEMNIFICATION**

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

**ARTICLE XI
INFORMAL ACTION OF DIRECTORS**

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation as part of the corporate records, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII
AMENDMENT OF ARTICLES**

The power to amend these Articles of Incorporation shall be vested in the Board of Directors.

**ARTICLE XIII
TELEPHONE MEETINGS**

Members of the Board of Directors or the Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

**ARTICLE XIV
DIRECTOR QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of the directors of the corporation. If a quorum is present, the affirmative vote of a majority of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE XV
DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers,

or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or


3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

**ARTICLE XVI
INFORMAL ACTION OF SHAREHOLDERS**

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation the 26th day of December, 1996.

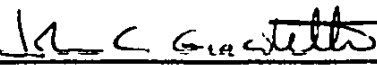


Marilyn A. Lowe, Incorporator

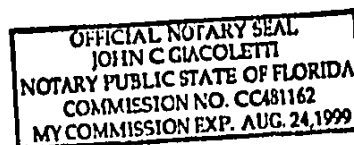
STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared on this 26 day of December, 1996, Marilyn A. Lowe, who is personally known to me or has produced FL Driver's License as identification, and who acknowledged to and before me that she executed the foregoing Articles of Incorporation as Incorporator.

NOTARY PUBLIC



PRINT NAME: JOHN C. GIACOLETTI
State of Florida (SEAL)
Commission No. :
My Commission Expires:



I HEREBY acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 DEC 30 AM 10:49

By: Marylyn A. Lowe
Marylyn A. Lowe, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Marylyn A. Lowe, Incorporator of SoHo South gallery and Frame Shop, Inc., who is personally known to me, and who acknowledged to and before me that she executed the foregoing Articles of Incorporation as Registered Agent for the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26th day of December, 1996.

NOTARY PUBLIC

John C. Giacoletti
PRINT NAME: JOHN C. GIACOLETTI
State of Florida (SEAL)
Commission No.:
My Commission Expires:

OFFICIAL NOTARY SEAL
JOHN C GIACOLETTI
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC481162
MY COMMISSION EXP. AUG. 24, 1999