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December 27, 1996

St. Petersburg

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

000002042070--9  
-12/31/96--01053--003  
\*\*\*\*245.00 \*\*\*\*122.50

RE: Articles of Incorporation  
SoHo South Gallery and Frame Shop, Incorporated  
Lowe Properties, Inc.

Dear Sirs or Madams:

Please file the enclosed original Articles of Incorporation for the two corporations referenced above. Also enclosed is our check in the amount of \$245.00 to cover the cost of filing the Articles of Incorporation, sending a certified copy of the Articles, and designation of the registered agent. The certified copy should be to our office.

Thank you in advance for your attention to this matter. If you have any questions, please do not hesitate to contact our office.

Sincerely,

BATTAGLIA, ROSS, DICUS & WEIN, P.A.

*John C. Giacoletti*

John C. Giacoletti  
Corporate Paralegal

*bx*  
*1-7-97*

**ARTICLES OF INCORPORATION**

**OF**

**Lowe Properties, Inc.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 30 PM 10:41

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 Lowe Properties, Inc.

**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.

**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, FL 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 two (2) directors 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 names and addresses of the initial directors of the corporation are:

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

Marrlyn 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.

Marylyn A. Lowe  
Marylyn A. Lowe, Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

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

NOTARY PUBLIC

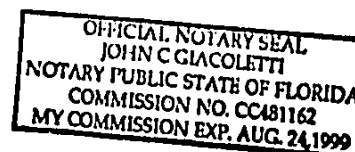
John C. Giacoletti  
JOHN C. GIACOLETTI

PRINT NAME:

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.

Marylyn A. Lowe  
Marylyn A. Lowe  
Registered Agent

FILED  
SECRETARY OF CORPORATIONS  
96 DEC 30 AM 10:42

STATE OF FLORIDA  
COUNTY OF Pinellas

Before me personally appeared on this 26th day of December 1996, Marylyn 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 instrument.

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