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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 210750 9275A

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 122.50

ORDER DATE : January 6, 1997

ORDER TIME : 9:29 AM

ORDER NO. : 210750-005

900002046609--1

CUSTOMER NO: 9275A

CUSTOMER: Bill Pomeroy, Esq
JUDD ULRICH & DEAN

2940 South Tamiami Trail

Sarasota, FL 34239

DOMESTIC FILING

NAME: A.G. ARTISTRY, 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: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
97 JAN -6 PM 3:05
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
RECEIVED
97 JAN -6 AM 10:40

1-6-97
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ARTICLES OF INCORPORATION
OF
A. G. ARTISTRY, INC.

FILED
97 JAN -6 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming and organizing a corporation for profit under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is A. G. Artistry, Inc.

ARTICLE II - PURPOSE

The corporation is authorized to conduct any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be 6001 Taylor Road, Naples, Florida 34109-1834.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00. Each share of common stock shall entitle the holder thereof to one vote on each matter considered at any stockholder's meeting. Said share shall be paid for in lawful money

of the United States of America or in property, labor or services rendered at a just valuation to be fixed by the Board of Directors and said share shall be deemed fully paid and nonassessable. The Corporation elects to have preemptive rights.

ARTICLE V - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI - SHAREHOLDER VOTING REQUIREMENTS

When a quorum exists at any meeting of the Shareholders, action on a matter, other than the election of Directors, is approved if the votes cast by the holders of not less than a majority of the shares represented at such meeting, and entitled to vote on the subject matter favor the action.

ARTICLE VII - DIRECTORS

This corporation shall have an initial Board of Directors consisting of two (2) directors, whose names and street addresses are as follows:

NAME

Thomas S. Riley, III

John R. Pomeroy

ADDRESS

6001 Taylor Road
Naples, Florida 34109-1834

5940 SW 14th Street
Naples, Florida 33999

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

NAME

William R. Pomeroy

ADDRESS

2940 South Tamiami Trail
Sarasota, Florida 34239

ARTICLE IX - BYLAWS

The original Bylaws of this corporation shall be made, prepared and adopted by a majority vote of the initial Board of Directors as named herein. Thereafter, the Board of Directors, and the shareholders, shall have authority to adopt, amend, change, repeal or enlarge Bylaws as provided in the Bylaws from time to time.

ARTICLE X - INDEMNIFICATION

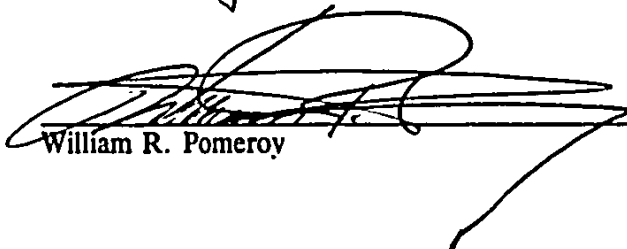
Subject to the laws of the State of Florida, this corporation shall indemnify and hold harmless its officers and directors of and from any suits, actions, or judgments either civil or criminal arising out of any act alleged to have been committed by such person in his capacity as an officer or director if such officer or director acted in good faith and in the reasonable belief that such action was in the best interest of the corporation and in the event of criminal allegations without reasonable ground for belief that such action was unlawful. The corporation shall pay all costs, legal expenses, and other charges that said officers and directors may incur in the defense of any claim, suit or action that may be instituted against said officers in their individual capacity. It is the express purpose and intent that the corporation shall hold its

officers and directors harmless from any action taken by them on its behalf to the full extent and limit permitted by law.

ARTICLE XI - PRINCIPAL OFFICE AND REGISTERED AGENT

This corporation has named Thomas S. Riley, III as its agent to accept service of process within the State. The street address of the initial registered office is 6001 Taylor Road, Naples, Florida 34109-1834.

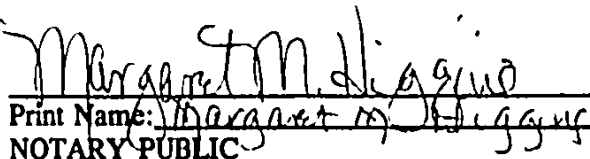
IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 2nd day of January, 1997.


William R. Pomeroy

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 2nd day of January, 1997, by William R. Pomeroy who is personally known to me or who has produced his Florida Driver's License as identification.

My commission expires:


Print Name: Margaret M. Higgins
NOTARY PUBLIC



MARGARET M. HIGGINS
MY COMMISSION # CC406337 EXPIRES
September 17, 1998
BONDED TRU TROY FARM INSURANCE, INC.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation, at the place designated above, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and am familiar with and accept the obligations of the position as registered agent.


Thomas S. Riley, III

FILED
97 JAN -6 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA