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BARRETT, CHAPMAN & RUTA
PROFESSIONAL ASSOCIATION

RICHARD LEE BARRETT
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January 7, 1997

Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

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****122.50 ****122.50

RE: Axis Art and Design, Inc.

Dear Sir/Madam:

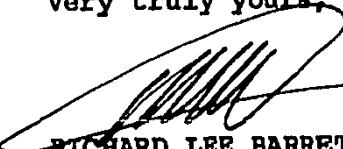
Enclosed please find an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fee:	\$35.00
Certified Copy:	52.50
Registered Agent Fee:	35.00

Total: \$122.50

Please return a certified copy of the Articles of Incorporation to the undersigned. Your prompt attention to this matter would be appreciated.

Very truly yours,


RICHARD LEE BARRETT

RLB/lj
Enclosures

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

AXIS ART AND DESIGN, INC.

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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

NAME

The name of this corporation is Axis Art and Design, Inc.

ARTICLE II

PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and mailing address of the corporation is 6808 N.W. 284th Terrace, High Springs, Florida 32643.

ARTICLE III

SHARES

The number of shares the corporation is authorized to issue is 10,000 shares par value 10 cents.

ARTICLE IV

PREEMPTIVE RIGHTS

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 treasurer of this corporation, in the ratio that the number of shares that he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, in 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 notice from the corporation.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and street of the initial Registered Agent and office of this corporation is Richard Lee Barrett, Esquire, Barrett, Chapman & Ruta, P.A., 255 South Orange Avenue, Suite 750, Orlando, Florida 32801.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

James Piazza	P.O. Box 2520 High Springs, FL 32655
Aniza Wigginton	P.O. Box 2520 High Springs, FL 32655
Ed Berardi	6808 N.W. 284th Terrace High Springs, FL 32643

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ARTICLE VII

INCORPORATOR

The name and address of the incorporator is Ed Berardi, 6808 N.W. 284th Terrace, High Springs, Florida 32643.

ARTICLE VIII

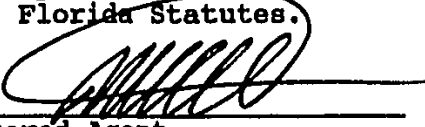
PURPOSE

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

IN WITNESS WHEREOF, by the undersigned Incorporator has executed these Articles of Incorporation this 1st day of January, 1997.


Incorporator

Having been named as Registered Agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of §607.0505, Florida Statutes.


Registered Agent