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January 23, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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***122.50 ***122.50

RE: Articles of Incorporation

Dear Sir/Madam:

Enclosed please find an original and one copy of the completed Articles of Incorporation of Joel Ilesanmi African Art Gallery, Inc. Also enclosed is a check in the amount of \$122.50 made payable to the Division of Corporations. Please process and file the Articles of Incorporation for this Corporation in the customary manner.

Please contact me at 813-461-3332 if you have any questions regarding this matter. Thank you in advance for your timely processing of these articles.

Sincerely,

Joel Ilesanmi

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JOEL ILESANMI AFRICAN ART GALLERY, INC.

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be **JOEL ILESANMI AFRICAN ART GALLERY, INC.**

ARTICLE II - ADDRESS

The principal place of business of this Corporation shall be **1419 Overlea Street, Clearwater, Florida 34615**. The Board of Directors may from time to time move the principal business office to any other address within or outside the State of Florida, and may establish branch offices in such other place or places as may be designated by the Board of Directors.

ARTICLE III - NATURE OF BUSINESS

This Corporation is organized for the primary purpose of engaging in the business of African arts, prints, garments and literature. In addition, this Corporation may engage in every phase of any and all activities or businesses permitted under the law of the United States and the State of Florida or any other state, territory, district or possession of the United States, and all such activities or businesses as may be permitted in any foreign country.

ARTICLE IV - TERM OF EXISTENCE

The existence of this Corporation shall began at the time of subscription and acknowledgement of incorporation and continue perpetually thereafter, unless dissolves according to Florida law.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of voting common stock with a par value of one dollar (\$1.00) per share. Such stock shall be designated "Common Stock". The consideration to be paid for each share shall be as fixed by the Board of Directors, and may take the form of services rendered, cash, property, or any other form with a value, in the judgement of the Board of Directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent of this Corporation shall be:

**Joel Ilesanmi
1419 Overlea Street
Clearwater, FL 34615**

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in the manner provided by the By-Laws, but shall never be less than one (1). The name and street address of the initial directors of the Corporation who shall serve until a successor is duly elected and qualified are as follows:

**Joel Ilesanmi
1419 Overlea Street
Clearwater, FL 34615**

ARTICLE VIII - INCORPORATOR

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

**Joel Ilesanmi
1419 Overlea Street
Clearwater, FL 34615**

The subscriber of these Articles of Incorporation acknowledges same by his signature hereto.

ARTICLE IX - RESTRICTIONS ON THE SALE OF STOCK

NAME

NO. OF SHARES

Joel Ilesanmi

One Hundred (100)

Shares held by the initial shareholder(s) listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

ARTICLE X - ADOPTION OF BY-LAWS

A special meeting of the scribes or their assigns shall be held, upon the call of the President, for the purpose of completing the organization of the corporation and the adoption of the By-Laws and the transaction of such other business as may come before the meeting.

ARTICLE XI - POWERS

The Board of Directors shall have the power to fix or change salaries of Directors and officers; to restrict the transfer of stock by Shareholders; to adopt, alter, amend or repeal By-Laws; to authorize contracts or other transactions between the Corporation and one or more of its Directors or officers individually or businesses in which one or more of its Directors or officers hold an interest; and to exercise such other powers of the Corporation as are not inconsistent with these Articles of Incorporation or with any By-Laws that may be adopted by the Shareholders.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify Directors, officers, employees, agents and any other persons, including former directors, officers, employees and agents, against liabilities to the full extent permitted by law.

ARTICLE XIII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

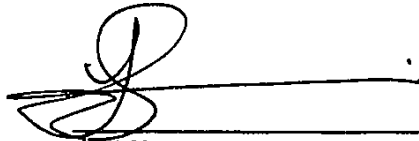
ARTICLE XIV - SECTION 1244 STOCK

The stock of this Corporation is intended to qualify under the requirements of section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate Directors or officers to accomplish this compliance.

ARTICLE XV - AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted and subject to this reservation. Each amendment submitted to the Shareholders for approval shall be approved by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, I the undersigned subscriber, have hereunto set my hand and seal this 27 day of JANUARY, 1997, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.



Joel Ilesanmi

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgement in the State and County set forth above, personally appeared, Joel Ilesanmi, known to me and known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he/she executed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal, in the State and County named above, this 27 day of January, 1997.





Notary Public, State of Florida at Pinellas

My Commission Expires May 14, 2000

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

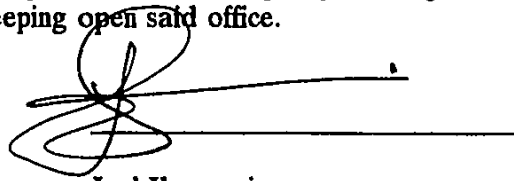
JOEL ILESANMI AFRICAN ART GALLERY, INC.

Pursuant to Florida Statutes Section 48.091 and 607.034, the following is submitted:

The above Corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 1419 Overlea Street, Clearwater, Florida 34615, has named Joel Ilesanmi, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



Joel Ilesanmi

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97 JAN 31 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA