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LAW OFFICE
of
J. JEFFERSON OVERBY
PROFESSIONAL ASSOCIATION
330 WHITEHEAD STREET, SUITE 205
P. O. BOX 126
KEY WEST, FLORIDA 33041-0126

Telephone (305) 296-1707

Facsimile (305) 292-4921

February 6, 1997

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

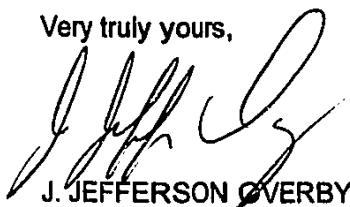
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RE: ENCORE ART, Inc.

Dear Gentlemen:

Enclosed please find the Articles of Incorporation for ENCORE ART, Inc. and check number 6039 in the amount of \$122.50. Please file these articles and return a copy to me at the above listed address.

Very truly yours,


J. JEFFERSON OVERBY

Enclosure

FILED
97 FEB -7 AM 10:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION OF

ENCORE ART, INC.

FILED
97 FEB -7 AM 10:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator, and desiring to organize a professional corporation for the purposes hereinafter stated pursuant to the laws of the State of Florida, hereby certifies as follows:

ARTICLE I

Name, Principal Office and Mailing Address

The name, principal office and mailing address of this corporation shall be:

ENCORE ART, INC.
1075 Duval Street, #14
Key West, FL 33040

ARTICLE II

Nature of Business

This corporation is authorized to transact any activities or businesses permitted under the laws of the State of Florida.

ARTICLE III

Term of Existence

This corporation shall have perpetual existence unless sooner terminated or dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall commence is the date of filing these Articles of Incorporation.

ARTICLE IV

Minimum Capital

The amount of capital with which this corporation shall begin business shall be at least Five Hundred (\$500.00) Dollars, or such greater amount as may be required by law.

ARTICLE V

Incorporator

The name and address of the incorporator signing these Articles of Incorporation is as follows:

Sue Luck Sellers
1075 Duval Street, #14
Key West, FL 33040

ARTICLE VI

Directors

This corporation shall at all times have at least one (1) director who is a citizen of the United States of America. The stockholders of this corporation may, from time to time and at any time, increase or decrease the size of the Board of Directors of this corporation, provided that the corporation shall at all times have a minimum of one (1) director. The name and address of each person who is to serve as a member of the initial Board of Directors is as follows:

Sue Luck Sellers, President, Vice- President, Secretary- Treasurer
1075 Duval Street, #14
Key West, Florida 33040

ARTICLE VII

Director's Conflict of Interest

A. No contract or other transaction between a corporation and one or more of its directors or between a corporation and any other corporation, firm, association or other entity, in which one or more of its 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 a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

(1) If the facts of such common directorship, officership, or financial interest is disclosed or known to the Board of Directors or committee, and the Board of Directors 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 of Directors, a committee or the shareholder.

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 VIII

Informal Action of Directors

If all 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 this corporation, then the action shall be as valid as if it had been authorized at a meeting of the Board of Directors.

ARTICLE IX

Removal of Directors

At a meeting of stockholders called expressly for that purpose, any one director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority then entitled to vote.

ARTICLE X

Meetings by Telephone Conference

Members of the Board of Directors may participate in special and regular meetings of the Board of Directors by means of telephone conference or similar communications equipment as provided by law.

ARTICLE XI

Capital Stock

This corporation is authorized to issue shares of stock as follows:

- (a) Designation. The stock of this corporation shall be known as common stock.

(b) Authorized. The maximum number of shares of common stock that this corporation may issue is 1,000 shares.

© Par Value. Each share of common stock shall have a par value of One (\$1.00) Dollar.

(d) Consideration. Shares of common stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

(e) Non-Assessability. Each share of common stock shall be issued in exchange for consideration which is at least equal to the par value thereof and shall be fully paid and non-assessable.

(f) Voting Rights. Each share of common stock shall entitle the record holder thereof to one (1) vote upon each proposal presented at meetings of the stockholders of this corporation.

(g) Cumulative Voting. No holder of common stock shall be entitled to any right to cumulative voting.

(h) Dividends. Record holders of common stock are entitled to receive their prorata share of any dividends that may be declared by the Board of Directors out of assets legally available for that purpose.

(i) Liquidation Rights. Holders of common stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their prorata share of any of the remaining assets of this corporation, after payment of all corporate debts

and obligations.

(j) Preemptive Rights. Each stockholder 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 treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any stockholder 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 issues of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the stockholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XII

Registered Agent and Office

The name and address of the corporation's initial registered agent and office is as follows:

J. Jefferson Overby, Esq.
330 Whitehead Street, Suite 205
Key West, FL 33040

This corporation may change its designation of registered agent and office at any time by filing the necessary documents with the Secretary of State.

ARTICLE XIII

Amendment

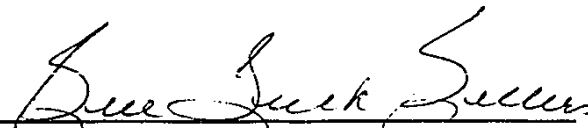
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or in any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX

Indemnification

The corporation may be empowered to indemnify any officer or director, or any former officer or director in a manner set out and provided for in Florida Statute Section 607.014, as amended.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this _____ day of February, 1997.


Sue Luck Sellers, Incorporator

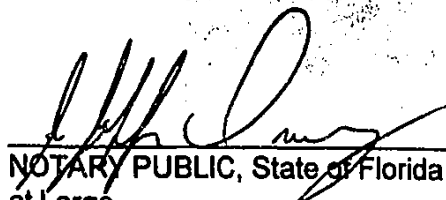
STATE OF FLORIDA)
) SS.:
COUNTY OF MONROE)

BEFORE ME, the undersigned authority, personally appeared, **Sue Luck Sellers**, to me known to be the person who executed the foregoing Articles of Incorporation as its incorporator freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this _____ day of February, 1997.



J JEFFERSON OVERBY
My Commission CC438881
Expires Feb. 02, 1999
Bonded by HAI
800-422-1555



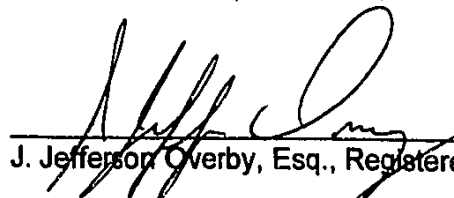
NOTARY PUBLIC, State of Florida
at Large

My commission expires:

Printed Name: J. JEFFERSON OVERBY

ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at 330 Whitehead Street, Suite 205, Key West, Florida 33040, I hereby agree to act in such a capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relevant to keeping open said office.



J. Jefferson Overby, Esq., Registered Agent

FILED
97 FEB -7 AM 10:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA