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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH
PHONE: (212) 431-5000

FAX #:

(212) 431-1441

NAME: PAINTED PIECES, INC.

AUDIT NUMBER.....H97000003574

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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97 FEB 28 PM 4:40 ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

PAINTED PIECES, INC.

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **PAINTED PIECES, INC.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be 4435 OLD WINTER GARDEN ROAD, ORLANDO, FL 32802 and the name of its initial registered agent at such address is BlumbergExcelsior Corporate Services, Inc.
6. The number of directors constituting the initial board of directors is TWO and the name and address of each person who is to serve as a member thereof is as follows:

Holly Rand, 21 Fourth St., Locust Valley, NY 11560 and
Sally Barish, 22 Walters Ave., Syosset, NY 11791
7. The name and address of the sole incorporator is: **ROBERT ARATINGI**, c/o BlumbergExcelsior CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 02/28/97

BlumbergExcelsior
62 White St
New York, NY 10013
212-431-5000


ROBERT ARATINGI
Sole Incorporator

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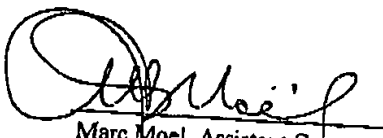
ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of PAINTED
PIECES, INC. , the within named corporation.

Dated: 2/28/97



Marc Moel, Assistant Secretary
FOR: BlumbergExcelsior Corporate Services, Inc.

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62 White St
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