

P97000020853



ACCOUNT NO. : 072100000032

REFERENCE : 283700 4303929

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 70.00

ORDER DATE : March 6, 1997

ORDER TIME : 10:15 AM

ORDER NO. : 283700-005

200002100042-1

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: BACK FENCE GALLERY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY (2)
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

K.R. MAR - 6 1997

FILED
97 MAR -6 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 MAR -6 AM 10:37
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
BACK FENCE GALLERY, INC.

97 MAR -6 PM 3:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is BACK FENCE GALLERY, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1860 S.W. 25 Street, Miami, Florida 33133.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1860 S.W. 25 Street, City of Miami, County of Dade, State of Florida 33133, and the name of its initial registered agent at such office is Leon Karahalis.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the

name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Leon Karahalis
1860 S.W. 25 Street
Miami, Florida 33133

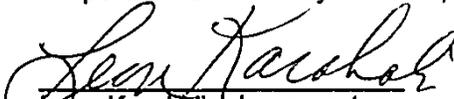
ARTICLE VII

The name of the Incorporator is Leon Karahalis and the address of the Incorporator is 1860 S.W. 25 Street, Miami, Florida 33133.

ARTICLE VIII

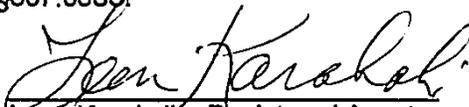
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 3rd day of March, 1997.


Leon Karahalis, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of BACK FENCE GALLERY, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


Leon Karahalis, Registered Agent

Dated: March 3, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA