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CRARY, BUCHANAN, BOWDISH, BOVIE, LORD, ROBY & EVANS

CHARTERED

ATTORNEYS AT LAW

1
EVANS CRARY (1905-1968)
EVANS CRARY, JR.
WILLIAM F. CRARY
LARRY E. BUCHANAN
JAMES L. S. BOWDISH †
GEORGE F. BOVIE, III
LAWRENCE EVANS CRARY III
WILLIAM F. CRARY II
ROBERT L. LORD, JR. §
WILLIAM L. ROBY ◊
M. LEVERING EVANS
R. MICHAEL CRARY
LEIGH A. WILLIAMS

REPLY TO:

STUART

STEVEN D. BERES *
JOSEPH NEGRON, JR.
JEFFREY F. THOMAS ◊
CHARLES K. WILLOUGHBY

* BOARD CERTIFIED IN WILLS,
TRUSTS & ESTATES LAW
- BOARD CERTIFIED IN
FAMILY & MARITAL LAW
† BOARD CERTIFIED
CIVIL TRIAL LAWYER
§ BOARD CERTIFIED IN
HEALTH LAW
◊ BOARD CERTIFIED IN
BUSINESS LITIGATION

April 17, 1997

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Corporation for MADDEN ART ENTERPRISES, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation concerning the above referenced matter, along with our trust account check in the amount of one hundred and twenty-two dollars and no/100 (\$122.00).

Kindly forward the conformed copy in the self-addressed, stamped envelope provided herein for your convenience.

Thank you for your time and consideration in this matter and if you have any questions or comments, please feel free to contact me.

Sincerely,


Jeffrey F. Thomas

JFT/jb
Enclosures

cc: Terry Madden

FILED
97 APR 21 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

412 4/22/97

ARTICLES OF INCORPORATION
OF
MADDEN ART ENTERPRISES, INC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby certify his intention to form a corporation under and by virtue of the laws of the State of Florida, and further certifies that:

ARTICLE I
NAME

The name of this corporation shall be: MADDEN ART ENTERPRISES, INC

ARTICLE II
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III
NATURE OF BUSINESS

The general nature of the business or businesses to be transacted under this Certificate of Incorporation shall be:

A. To engage in the creation and sale of art and any art related business, to include but not limited to, teaching, putting on seminars, producing and appearing on television, preparation and sale of books, tapes, videos and other related materials all to the glory of God.

B. To take, purchase, or otherwise acquire, and to own, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise deal in and dispose of all kinds of personal property, chattels, chattels real, choses in action, notes, bonds, mortgages, and securities.

C. To make, enter into, perform, and carry out contracts for any legitimate business reasons.

D. To enhance the art community, to add drama and color and to overall make a difference in the world.

E. To act as consultants, agents, factors, brokers, commission merchants, carriers, , or

otherwise in entering into, undertaking, performing and carrying out and conducting any and all things set forth in these Articles of Incorporation.

F. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporation rights, privileges or franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchases or acquired or any other lawful objects.

G. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or evidence of indebtedness created by any other corporation or corporations of this State or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

H. To in any manner acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or any other rights or interests therein and thereunder.

I. To conduct and carry on any other business which may be capable of being profitably carried on in connection with its business, and/or to carry on any business that is adopted directly or indirectly to add to the value of the company's property and the profits of its authorized business; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, engineering, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition or engage in architecture.

The intention is that none of the objects and powers hereinabove specified contained in this Article, except where otherwise stated in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Article under these Articles of Incorporation, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers. Moreover, it is intended that this corporation shall have the right and power to engage in the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to

have outstanding at any one time is one thousand (1,000) shares of common stock having a nominal or par value of One (\$1.00) Dollar.

ARTICLE V STATED CAPITAL

The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

ARTICLE VI MAILING ADDRESS

The mailing address of this corporation in the State of Florida shall be 610 Colorado Ave, Stuart FL 34994.

ARTICLE VII INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent for this corporation until a successor Registered Agent shall be designated in accordance with the law is:

<u>NAME</u>	<u>ADDRESS</u>
Jeffrey F. Thomas, Esquire	555 Colorado Avenue Stuart, FL 34994

ARTICLE VIII DIRECTORS

The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders, but shall never be less than one (1). The names and street addresses of the members of the first Board of Directors who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Terry Madden	610 Colorado Ave, Stuart, FL 34994
Judith Madden	610 Colorado Avenue Stuart, FL 34994

ARTICLE IX
INCORPORATORS

The names and addresses of the incorporators of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Terry Madden	610 Colorado Avenue Stuart, FL 34994

ARTICLE X
PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

ARTICLE XI
OFFICERS

The names and street addresses of the officers of the corporation who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAMES</u>	<u>ADDRESS</u>
Terry Madden, President	610 Colorado Ave Stuart, FL 34994
Judith Madden, Vice Presient Treasurer Secretary	610 Colorado Ave Stuart, FL 34994

ARTICLE XII
MISCELLANEOUS

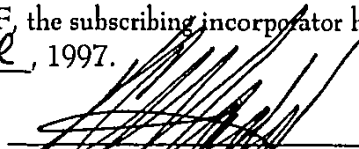
The offices of this corporation shall consist of a president and a secretary. Any

person may hold two or more offices. The corporation shall have such other officers, agents, and factors as may be deemed necessary, who shall be chosen by the Board of Directors and such additional officers shall hold office for such terms and have such powers and duties as may be prescribed by the Bylaws of the corporation or determined by the Board of Directors. The directors shall be elected by the Stockholders, and all other officers of the corporation shall be elected annually by the Board of Directors of the corporation. Stockholders' and Directors' meetings may be held within or without the State of Florida.

ARTICLE XIII AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the subscribing incorporator has hereunto set his hand and seal this 11 day of April, 1997.

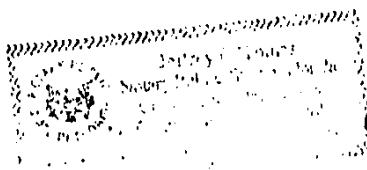

TERRY MADDEN (Seal)


STATE OF FLORIDA)

COUNTY OF MARTIN)

I HEREBY CERTIFY, that on this day, before me, a Notary Public in and for the State of Florida, duly authorized to administer oaths and to take acknowledgments, personally came and appeared TERRY MADDEN, to me well known and known to me to be the individual who executed the foregoing Articles of Incorporation of MADDEN ART ENTERPRISES, INC., and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Stuart, Martin County, Florida, this 11 day of April, 1997.



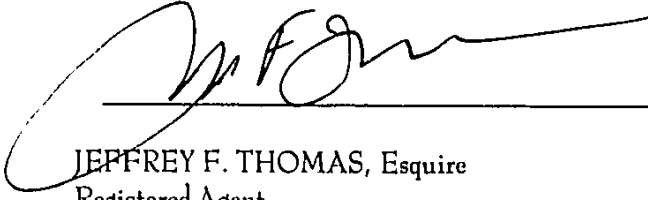

NOTARY PUBLIC

My commission expires:

(Notary Seal)

ACKNOWLEDGMENT OF REGISTERED AGENT

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 said act relative to keeping open said office.



JEFFREY F. THOMAS, Esquire
Registered Agent

FILED
97 APR 21 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA