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Law Offices of
Dominic E. Amadio, Esq.
ATTORNEY AND COUNSELOR AT LAW

DOMINIC E. AMADIO

April 29, 1997

REPUBLIC BANK BUILDING
100 - 34TH STREET NORTH, SUITE 305
ST. PETERSBURG, FL 33713
PHONE: (813) 327-1945
FAX: (813) 327-2118

Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

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-05/02/97--01157--011
*****80.00 *****80.00

Re: FAMILY ART, INC.

Dear Sirs:

Enclosed please find the original of the Articles of Incorporation together with the Certificate of Registered Agent in reference to the above-named corporation. Please file these Articles and return your Certificate of Incorporation together with a photocopy of the filed Articles of Incorporation to this office.

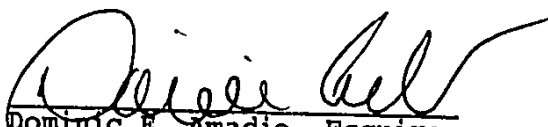
Also enclosed is a check in the amount of \$80.00 representing your filing fees of \$70.00 and your photocopy fees of \$10.00.

If you should have any questions please do not hesitate to contact me.

Very truly yours,

Dominic E. Amadio, P.A.

By:


Dominic E. Amadio, Esquire

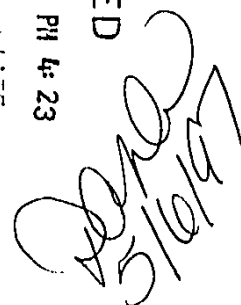
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Enclosures

corp/client/family.art/ltrsecst.art

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAY -2 PM 4:23

FILED



ARTICLES OF INCORPORATION
OF
FAMILY ART, INC.

FILED
97 MAY -2 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is FAMILY ART, INC.

ARTICLE II

This corporation shall exist perpetually.

ARTICLE III

This corporation is organized for the following purposes:

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loans association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV

This corporation is authorized to issue One Hundred Shares of One Dollar (\$1.00) par value stock.

ARTICLE V

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

James Brylinke
4422 Central Avenue
St. Petersburg, FL 33711

and the principal office address of this corporation is as follows:

4422 Central Avenue
St. Petersburg, FL 33711

ARTICLE VI

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation, but shall never be less than one.

The name and address of the initial director of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
JAMES BRYLINKE	4422 Central Avenue St. Petersburg, FL 33711

ARTICLE VII

The name and address of the incorporator executing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
JAMES BRYLINKE	4422 Central Avenue St. Petersburg, FL 33711

ARTICLE VIII

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purpose as they may deem necessary from time to time.

Section 2. Upon proper notice, the By-Laws may be amended, altered or rescinded by majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX

Shares of capital stock of this corporation issued initially

shall be held by the initial shareholders and may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation.

ARTICLE X

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided in the By-Laws.


ARTICLE XI

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII

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

IN WITNESS WHEREOF, The undersigned incorporator has executed these Articles of Incorporation this 29 day of April, 1997


JAMES BRYLINKE

STATE OF FLORIDA)

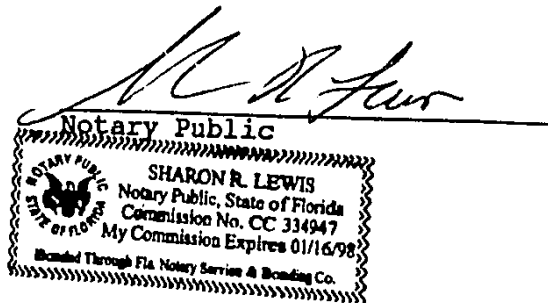
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared JAMES BRYLINKE, to me known to be the person who executed the

foregoing Articles of Incorporation, and who has produced a driver's license as identification and he acknowledged to and before me that he executed such instrument.

SWORN TO AND SUBSCRIBED before me this 29 day of April, 1997.

My Commission Expires:




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

That FAMILY ART, INC. desiring to organize or qualify under
the laws of the State of Florida, with its principal place of
business at 4422 Central Avenue, City of St. Petersburg, State of
Florida, has named James Brylinke, whose address is 4422 Central
Avenue, St. Petersburg, FL 33711, as its agent to accept service
of process within Florida.

SIGNATURE


JAMES BRYLINKE

TITLE

Incorporator

DATE

4/29/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE


JAMES BRYLINKE

DATE

4/29/97

corp/client/family.art/articles.inc

FILED
97 MAY -2 PM 4:23
TALLAHASSEE, FLORIDA