

THE LAW OFFICES OF

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May 16, 1997

ATTORNEY'S TITLE INS. FUND INC.
660 East Jefferson Street, Suite 200
Tallahassee, Florida 32301

*Return to
File ASAP*

Re: Incorporation of Nathalie Pierce Fine Art, Inc.

Attn: BARBARA

80000218288--6
-05/19/97--01083--017
*****70.00 *****70.00

Dear Barbara:

Per my previous conversation with your office this date, I enclose the following documents for filing with the Dept. of State, Division of Corporations at 409 E. Gaines St. Tallahassee, Fl.:

1. Original and 3 copies of Designation of Registered Agent.
2. Original and 3 copies of Articles of Incorporation.
3. My check for \$70.00 payable to the Secretary of State to cover costs of filing The Articles of Incorporation and the Designation of Registered Agent.
4. My check for \$10.00 payable to the Fund for filing same

Please immediately return the 3 time stamped copies of the Articles of Incorporation along with 3 time stamped copies of the Certificate of Registered Agent.

I have enclosed a self addressed return envelope to assist you in returning the filed documents immediately. Please call me to advise as soon as the papers have been filed with the Dept. of State.

Thank you for your assistance.

Very truly yours

ALAN J. COOPER, P.A.

By: *Alan J. Cooper*
Alan J. Cooper Esq.
Fund Member #BR-14284

Enc.

[Handwritten signature]
5/19

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

NATHALIE PIERCE FINE ART, INC.

ARTICLE II DURATION

This corporation shall exist **perpetually** unless dissolved according to Florida law.

ARTICLE III PURPOSE

The corporation is organized for the purpose of engaging in the **creation and sale of fine art, reproductions of art work of all types, and dealing in related art items and services** and in any other activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

NO. 308 TEQUESTA DRIVE, SUITE 3, TEQUESTA, FLORIDA 33469.

ARTICLE V SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 Shares Common Stock No Par Value

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FILED

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

NATHALIE PIERCE, whose address is No. 308 Tequesta Drive, Ste. 3, Tequesta, Fl. 33469

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have FOUR (4) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of the corporation is:

**NATHALIE PIERCE, whose address is No. 308 Tequesta Drive, Ste.3
Tequesta, Fl. 33469**

**JANICE HAMILTON, whose address is No. 105 Ryder Cup Court
Palm Beach Gardens, Florida 33418**

**DAVID WOOD, whose address is No. 745 Siesta Key Drive
Deerfield Beach, Fl.**

**JACK CUTHRALL, whose address is No. 308 Tequesta Drive
Tequesta, Fl. 33469**

ARTICLE VIII INCORPORATOR

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

NATHALIE PIERCE, whose address is No. 308 Tequesta Drive, Ste. 3, Tequesta, Fl. 33469

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of May, 1997.

NATHALIE PIERCE
NATHALIE PIERCE, whose address is No. 308 Tequesta Drive, Ste. 3, Tequesta, Fl. 33469

NOTARIZATION

State of Florida
County of Palm Beach

Before me a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

NATHALIE PIERCE, whose address is No. 308 Tequesta Drive, Ste. 3, Tequesta, Fl. 33469

NATHALIE PIERCE FL. DRIVER'S LICENSE
Signature Form of Identification

Known to me and known to be the person who executed the foregoing Articles of Incorporation, who acknowledged before me that he executed these Articles of Incorporation, that I relied upon the forms of identification of the above named person as indicated opposite his name and that an oath was not taken.

Witness my hand and official seal in the County of Palm Beach and State of Florida last aforesaid this 15th day of May, 1997.

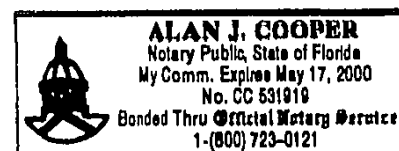
Alan J. Cooper
Notary Signature

ALAN J. COOPER
Printed Notary Signature

State of Maryland

My Commission expires _____

Commission No. _____



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

NATHALIE PIERCE FINE ART, INC.

2. The name and address of the registered agent and office is:

**NATHALIE PIERCE, whose address is No. 308 Tequesta Drive, Ste.3
Tequesta, Florida 33469**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: May 5th, 1997.


NATHALIE PIERCE

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