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May 14, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: OAKLAND PARK GALLERY CORPORATION

800002184748--0  
-05/20/97--01042--009  
\*\*\*\*122.50 \*\*\*\*122.50

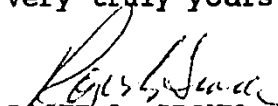
Gentlemen:

Enclosed please find two copies of the Articles of Incorporation regarding the above referenced corporation.

Also enclosed please find a check in the amount of \$122.50 to cover the filing fee (\$35.00), registered agent fee (\$35.00) and certified copy (\$52.50) for said corporation.

Please return a certified copy of the Articles of Incorporation to us in the enclosed self-addressed stamped envelope as soon as possible.

Very truly yours,

  
ROGER L. BROWN, ESQ.

RLB:dbk  
Enclosures

FILED  
DIVISION OF STATE  
CORPORATIONS  
MAY 22 1997

5/22/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 20 AM 10:12

**ARTICLES OF INCORPORATION  
OF  
OAKLAND PARK GALLERY CORPORATION**

**ARTICLE I - NAME**

The name of the corporation is **OAKLAND PARK GALLERY CORPORATION.**

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, unless sooner dissolved according to law.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which this corporation is authorized to issue is 5,000 shares of common stock having a par value of \$1.00 each, and such shall be designated "common shares".

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale (by this corporation) for cash or property of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price per

share at which it is offered to others (based on cash value or fair market value of property involved in the sale).

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3870 N. Andrews Avenue, Fort Lauderdale, FL 33309, and the name of the initial registered agent of this corporation at that address is BERNARD F. McMAHON, JR. The street address of the principal office of this corporation is 3870 N. Andrews Avenue, Fort Lauderdale, FL 33309.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (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. The name and address of the initial directors of this corporation are:

BERNARD F. McMAHON, SR.  
4505 Woodson Road  
St. Louis, MO 63134

BERNARD F. McMAHON, JR.  
3870 N. Andrews Ave.  
Ft. Lauderdale, FL 33309

JANET A. McMAHON  
4505 Woodson Road  
St. Louis, MO 63134

STEPHEN M. McMAHON  
1041 Llincoln Blvd.  
Suite #5  
Santa Monica, CA 90403

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is BERNARD F. McMAHON, JR., 3870 N. Andrews Avenue, Fort Lauderdale, FL 33309.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executed these articles of incorporation this 14<sup>th</sup> day of May, 1997.

Bernard F. McMahon, Jr.  
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Bernard F. McMahon, Jr.  
Registered Agent

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing Articles of Incorporation and Acceptance of Resident Agent was acknowledged before me by BERNARD F. McMAHON, JR., who is personally known to me or who has produced his Florida Driver's License as identification, this 14 day of May, 1997.

Donna B. Keefe  
Printed Name: DONNA B. KEEFE

NOTARY PUBLIC

My Commission Expires:

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FILED  
SECRETARY OF STATE  
97 MAY 23 1997