

CLARK HILL
P.L.C.
ATTORNEYS AT LAW

500 Woodward Avenue
Suite 3500
Detroit, Michigan 48226-3435
(313) 965-8300 (313) 962-4348 FAX
E-MAIL: email@clarkhill.com

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 27 PM 1:19

May 23, 1997

Christopher J. Kawa
(313) 965-8663
ckawa@clarkhill.com

P97000047428

EFFECTIVE DATE
5-21-97

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

Via Federal Express

100002191751--2
-05/27/97--01097--002
*****52.50 *****52.50

Re: **Robert Thomas Galleries, Inc.**
Jacoboni Transportation, Inc.

100002191751--2
-05/27/97--01097--001
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed for filing are the following documents:

1. One original and two copies of the Articles of Incorporation of Robert Thomas Galleries, Inc. together with the Certificate of Designation of Registered Agent;
2. One original and one copy of the Articles of Incorporation of Jacoboni Transportation, Inc. together with the Certificate of Designation of Registered Agent; and
3. Two checks, each in the amount of \$70.00, made payable to the Department of State for the filing fees.

Also enclosed is a check in the amount of \$52.50 made payable to the Department of State. Please provide a Certified copy of the Articles of Incorporation of Robert Thomas Galleries, Inc.

Please return all the documents via Federal Express to my attention. I have enclosed an Federal Express airbill for your use. If possible, please fax me a copy of the Articles of Incorporation for Robert Thomas Galleries, Inc. at (313) 962-4348 as soon as possible.

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13744/71557

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5-29-97

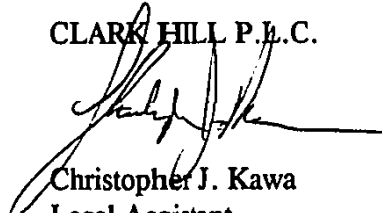
CLARK HILL P.L.C.

Department of State
May 23, 1997
Page: 2

If you have any questions, please call me directly at (313) 965-8663. Thank you for your assistance in this matter.

Sincerely,

CLARK HILL P.L.C.



Christopher J. Kawa
Legal Assistant

CJK/

Enclosures

cc: Mr. Joseph J. Jacoboni
John P. Hensien, Esq.
Thomas M. Dixon, Esq.

**STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
ROBERT THOMAS GALLERIES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned subscriber to these Articles of Incorporation, being of legal age and a natural person, hereby forms a corporation for profit under the laws of the State of Florida.

Article I - Name of Corporation

EFFECTIVE DATE
5-21-97

The name of this corporation shall be Robert Thomas Galleries, Inc.

Article II - General Nature of Business

The general nature of the business to be transacted by this corporation shall be to engage in any activity or business permitted under the laws of the State of Florida.

Article III - Capital Stock

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

B. All or any portion of the capital stock may be issued for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be inclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences and voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

Article IV - Duration

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles.

Article V - Initial Principal Office

The street address of the initial principal office of the corporation is:

2356 Alaqua Drive
Longwood, Florida 32779

Article VI - Initial Registered Office and Registered Agent

The street address of the initial Registered Office of the Corporation is:

2356 Alaqua Drive
Longwood, Florida 32779

The name of the initial Registered Agent at such address is:

Joseph J. Jacoboni.

Article VII - Board of Directors

- A. The initial number of directors of this corporation shall be one (1).
- B. The number of directors may either be increased or diminished from time to time by the Bylaws adopted by the shareholders, but shall never be less than one (1).
- C. Any director may be removed from office by a majority of the stockholders entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.
- D. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

Article VIII - Initial Board of Directors

The names and addresses of the initial members of the Board of Directors, each to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified are:

| <u>Name</u> | <u>Address</u> |
|--------------------|--|
| Joseph J. Jacoboni | 2356 Alaqua Drive Longwood, Florida 32779 |

Article IX - Incorporator

The name and address of the Incorporator is:

| | |
|--------------------|--|
| <u>Name</u> | <u>Address</u> |
| Joseph J. Jacoboni | 2356 Alaqua Drive Longwood, Florida 32779 |

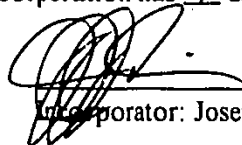
Article X - Bylaws

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal the Bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such Bylaws. In addition, such Bylaws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders.

Article XI - Amendment

The Articles of Incorporation may be amended in the manner provided by law.

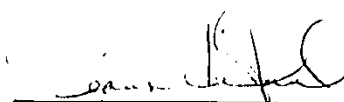
The undersigned has executed these Articles of Incorporation this 21 day of May, 1997.


Incorporator: Joseph J. Jacoboni

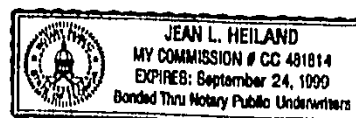
State of Florida)
County of Seminole)

BEFORE ME, the undersigned authority, personally known and who appeared Joseph J. Jacoboni, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County and State last aforesaid this 21st day of May, 1997. *Joseph J. Jacoboni personally known to me*



Notary Public
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

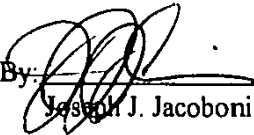
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First: Robert Thomas Galleries, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Longwood, County of Seminole, State of Florida, has named Joseph J. Jacoboni, located at 2356 Alaqua Drive, City of Longwood, County of Seminole, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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 that capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Dated: May 21, 1997.

By:  _____
Joseph J. Jacoboni

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SECRETARY OF STATE
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