

P97000051262

SHORENSTEIN & LEWIS

WILLIAM S. SHORENSTEIN (RET. 1988)  
MARVIN W. LEWIS  
RICHARD C. LEWIS

SUITE 702 BRICKELL CENTRE  
799 BRICKELL PLAZA  
MIAMI, FLORIDA 33131  
TELEPHONE (305) 374-1131  
FAX (305) 374-6024

June 6, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

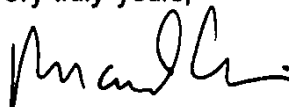
400002205374--4  
-06/09/97--01040--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: OFF THE WALL ART, INC.

Gentlemen:

Enclosed please find proposed Articles of Incorporation, Resident Agent Form, and my check in the amount of \$122.50 for the above captioned new Florida corporation. Please file the Articles of Incorporation and return one certified copy to me.

Very truly yours,



RICHARD C. LEWIS

RCL/g  
Enclosures

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
97 JUN -9 PM 3:09

2P  
6-10-97

**ARTICLES OF INCORPORATION**

**OF**

**OFF THE WALL ART, INC.**

FILED  
SECRETARY OF STATE  
STATE OF FLORIDA

97 JUN -9 PM 3:09

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopt the following articles of incorporation:

**ARTICLE I NAME**

The name of the corporation is **OFF THE WALL ART, INC.**

**ARTICLE II DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE IV PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business of the corporation is at 14565 S.W. 75 Avenue, Miami, Florida 33158. The mailing address of the corporation is the same.

**ARTICLE V AUTHORIZED SHARES**

The aggregate number of shares that the corporation has authority to issue is

five thousand shares, all of which shall be common shares with par value of \$1.00 per share.

#### ARTICLE VI REGISTERED OFFICE

The street address of the initial registered office of the corporation is 799 Brickell Plaza, Suite 702, Miami, Florida 33131, and the name of the initial registered agent at that address is RICHARD C. LEWIS.

#### ARTICLE VII INCORPORATORS

The name and address of the incorporator is:

RICHARD C. LEWIS

799 Brickell Plaza, Suite 702  
Miami, FL 33131

#### ARTICLE VIII DIRECTORS

The initial board of directors of the corporation shall consist of two members. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the first board of directors is:

MICKI LEWIS

14565 S.W. 75 Avenue  
Miami, Florida 33158

RICHARD C. LEWIS

14565 S.W. 75 Avenue  
Miami, Florida 33158

#### ARTICLE IX BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

#### ARTICLE X AMENDMENT

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

IN WITNESS WHEREOF, I have subscribed my name this 6th day of June,  
1997.

  
\_\_\_\_\_  
RICHARD C. LEWIS

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501 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: OFF THE WALL ART, INC.
2. The name and address of the registered agent and office is:

RICHARD C. LEWIS  
799 Brickell Plaza, Suite 702  
Miami, Florida 33131

FILED  
SECRETARY OF STATE  
97 JUN -9 PM 3:09

*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 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.*

  
\_\_\_\_\_  
RICHARD C. LEWIS