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& ASSOCIATES, INC.

POST OFFICE BOX 540536

MERRITT ISLAND, FLORIDA

32954-0536

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 26 PM 1:25

June 23, 1997

Secretary of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Re: Articles of Incorporation
Gallery Ococo, Inc.

Enclosed please find two (2) executed sets of Articles of
Incorporation for:

Gallery Ococo, Inc.


Also enclosed is a check in the amount of \$122.50 for filing
fees and the cost of a recorded copy.

Please record this document at your earliest convenience and
return the recorded copy to this office.

If you have any questions, please contact me directly.

Very truly yours,

D.T.M. & ASSOCIATES, INC.


(Ms.) Sharon Trent, President

ST/cc

Enclosures as stated

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D. BROWN JUN 27 1997

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ARTICLES OF INCORPORATION
OF
GALLERY OCOCO, INC.

WE, THE UNDERSIGNED, hereby desire to form a corporation, by and under the provisions of the statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME: The name of this corporation shall be:

GALLERY OCOCO, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS: The general nature of the business and the objectives and purposes to be transacted and carried on are to do any and all things herein mentioned, as fully and to the same extent as a natural person might or could do, viz:

(a) To display and sell artwork by corporate directors, officers and other artists as determined by said directors and officers. Also to inform and educate the general public in the matters of art, culture and related processes.

(b) To take, acquire, buy, hold, own, maintain, work, plat, develop, sell, convey, lease, mortgage, exchange, improve, and otherwise deal in and dispose of real estate and real property, or any of the rights in and appurtenant thereto, improved or unimproved, of any kind or nature whatsoever.

(c) To act as agent for others, to manage properties of others, to collect and pay over rental and other payments to others, to manage the business affairs in connection with the properties and/or businesses of others.

(d) To subscribe for, take, acquire, hold, exchange or deal in shares, stocks, bonds, obligations or securities of any governmental authority, individuals, or corporations.

(e) To make and carry out contracts for itself and as managing agent for others of whatever kind and nature and to conduct all business pertinent thereto.

(f) Generally, to make and perform all contracts of any kind and description, and for the purpose of attaining any of the objectives of the corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partner ship or natural person could do or exercise, and which are now or hereafter may be authorized by law, and generally, to do and perform all things necessary or incidental to the performing or carrying out of the powers herein specifically delegated or implied.

ARTICLE III

CAPITAL STOCK: This corporation shall be authorized one thousand (1000) shares of capital stock, no par value, which said stock shall be voting, and which said stock shall be entitled to any and all dividend payments whatsoever which may be declared and paid by the corporation during its existence.

The foregoing capital stock shall be fully paid & nonassessable, and the consideration for all such stock shall be payable in cash, property, labor or services and the valuation of such property, labor or services shall be properly fixed by the Board of Directors at a meeting called by such Board of Directors.

ARTICLE IV

LOCATION: The principal location of business of said corporation shall be 119 Harrison Street, Cocoa, FL 32922, with the privilege of having branch offices at any other place within and without the State of Florida.

ARTICLE V

REGISTERED OFFICE: The registered office of the corporation shall be at 387 Hibiscus Avenue, Merritt Island, Florida, 32953.

ARTICLE VI

NUMBER OF DIRECTORS: The number of directors of this corporation shall be not less than one (1) nor more than three (3).

ARTICLE VII

THE AMOUNT OF CAPITAL WITH WHICH TO BEGIN BUSINESS: The amount of capital with this corporation shall commence business is Five Hundred (\$500.00) Dollars.

ARTICLE VIII

EXISTENCE: The corporation shall have perpetual existence.

ARTICLE IX

BOARD OF DIRECTORS AND OFFICERS: The names and addresses of the first Board of Directors and officers of this corporation for the first year or until successors are chosen, shall be:

Jan Moody
2130 Winston Dr
Cocoa, FL
32926

Secretary

Marlene Owens
4485 Tina Place
Pt St John, FL
32927

Treasurer

Rhea Lacerte
2150 Jayjay Pl
Titusville, FL
32736

President

ARTICLE X

NAMES, ADDRESSES, SUBSCRIPTION AND NUMBER OF SHARES: The name and post office address of each subscriber and the number of shares of stock which each agree to take are:

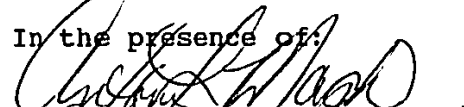
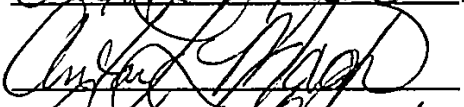
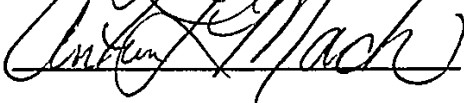
<u>NAME</u>	<u>SHARES</u>	<u>ADDRESS</u>
Jan Moody	100	2130 Winston Dr Cocoa, FL 32926
Marlene Owens	100	4485 Tina Place Pt St John, FL 32927
Rhea Lacerte	100	2150 Jayjay Rd Titusville, FL 32786

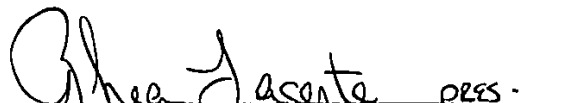
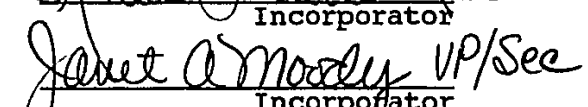
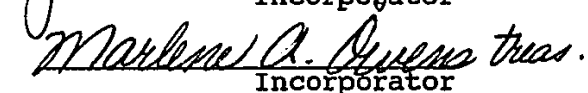
ARTICLE XI

STOCKHOLDERS' AGREEMENTS: Stockholders of this corporation may enter into such stockholders and trustees' agreements as they may see fit, wherein and whereby such stockholders may limit their voting rights by virtue of such stockholders' and trustees' agreements, such provision not to be contrary to the laws of the State of Florida.

IN WITNESS WHEREOF, we have hereunto set our hands and seals to acknowledge the foregoing Articles of Incorporation, to be filed in the office of the Secretary of State, this 23rd day of June, 1997.

In the presence of:

 Rhea Lacerte ^{pres.}
Incorporator
 Janet A. Moody ^{VP/Sec}
Incorporator
 Marlene A. Owens ^{trus.}
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, authorized to administer oath and take acknowledgements, personally appeared Jan Moody, Marlene Owens and Rhea Lacerte to me well known and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they signed the same for the purposes therein expressed.

WITNESS my hand and official seal at Merritt Island, Florida on this 23rd day of June, 1997.


Notary Public



Printed name of Notary

Commission # _____

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 26 PM 1:25

In pursuance of Chapter 48.019, Florida Statutes, the following is submitted, in compliance with said Act:

First--GALLERY OCOCO, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the unincorporated Merritt Island, County of Brevard, State of Florida, has named Sharon Trent, 387 Hibiscus Avenue, Merritt Island, Florida 32953 as its agent to accept service of process within the State.

ACKNOWLEDGE:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Sharon Trent
Sharon Trent
(Registered Agent)