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October 23, 1997

Florida Department of State
Division of Corporations
New Filing Section
P. O. Box 6327
Tallahassee, Florida 32314

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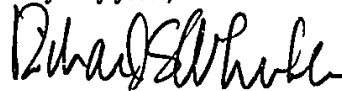
RE: Rockwell Gallery, Inc.

Dear Sir or Madam:

Enclosed for filing is the original Articles of Incorporation of Rockwell Gallery, Inc., including a separate certificate designating the registered agent for the corporation and that registered agent's acceptance of such designation. Also enclosed is a check for \$122.50 to cover the filing fees and a certified copy of the Articles as filed.

If you have any questions regarding this matter, please do not hesitate to call.

Very truly yours,

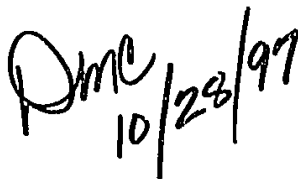


Richard Spice Wheeler

RSW:ld
CLIENTS\ROCKWELL\STAT1023.LTR
enclosures

cc: James Rockwell
with enclosure

Mickey Crouch
with enclosure



FILED
97 OCT 27 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ROCKWELL GALLERY, INC.**

FILED

97 OCT 27 AM 9:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation is ROCKWELL GALLERY, INC. (hereinafter referred to as the "Corporation").

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence commencing on the date of filing these Articles with the Department of State.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as it now exists or may hereafter be amended.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

**ARTICLE V
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the Corporation, 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 at which it is offered to others.

**ARTICLE VI
PRINCIPAL PLACE OF BUSINESS; INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal place of business of the Corporation is 415 Flagler Avenue, New Smyrna Beach, Florida. The initial registered office of the Corporation is One North Rosalind Avenue, Suite 201, Orlando, Florida, and the name of the initial registered agent of the Corporation at that address is Richard Spice Wheeler, Esq.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The Corporation shall have an initial Board of Directors consisting of one (1) Director. The number of Directors may be either increased or decreased from time to time by the by-laws. However, there shall never be less than one (1) Director nor more than five (5) Directors. The name and address of the members of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
James Rockwell	415 Flagler Avenue New Smyrna Beach, Florida 32169

**ARTICLE VIII
INCORPORATOR**

The name and address of the Incorporator signing these Articles is Richard Spice Wheeler, Esq., whose office address is One North Rosalind Avenue, Suite 201, Orlando, Florida 32801, and whose mailing address is P. O. Box 1748, Orlando, Florida 32802-1748.

**ARTICLE IX
INDEMNIFICATION**

The Corporation shall indemnify any officer, director or employee (or any former officer, director or employee) of the Corporation to the fullest extent permitted by law.

**ARTICLE X
AMENDMENT**

The Corporation reserves the right to amend or repeal any provision of these Articles of incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 23rd day of October, 1997.



Richard Spice Wheeler, as Incorporator

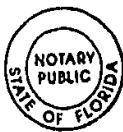
STATE OF FLORIDA)
) SS.:
COUNTY OF ORANGE)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared RICHARD SPICE WHEELER, who is

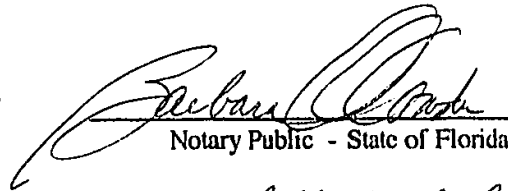
☒ personally known by me, or
☐ produced the following identification

and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and official seal in the State and County above, this 23rd day of October, 1997.



BARBARA A. COWDEN
My Comm Exp. 11/18/97
Bonded By Service Ins
No CC331313
☒ Personally Known ☐ Other I.D.


Notary Public - State of Florida

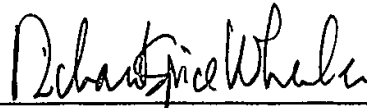
Print Name BARBARA A. COWDEN

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted;

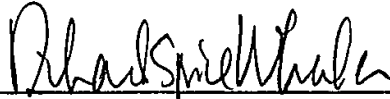
ROCKWELL GALLERY, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 415 Flagler Avenue, New Smyrna Beach, Florida, has named Richard Spice Wheeler, Esq., located at One North Rosalind Avenue, Suite 201 in Orlando, Florida, as its agent to accept service of process within the State of Florida.

Dated this 23rd day of October, 1997.



Richard Spice Wheeler, as Incorporator

Having been named the agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Richard Spice Wheeler, as Registered Agent

RSW:ld
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