

P970000

JAMES V. STEWART, P.  
COUNSELOR AT LAW —  
REAL PROPERTY LAW • TAXATION • BUSINESS LAW

FILED  
Nov 10 1997 12:00 am  
Secretary of State

November 7, 1997

Secretary of State  
Division of Corporations  
409 East Gaines Street  
PO Box 6327  
Tallahassee, FL 32314

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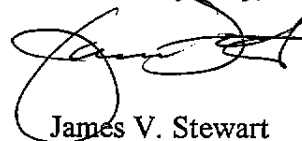
Re: The Be Forbes Collection, Inc.

Gentlemen:

Enclosed please find two originals of the Articles of Incorporation for the above referenced corporation. I have also enclosed a check in the amount of \$70.00 for filing of the Articles of Incorporation (this includes designation of registered agent). It is my understanding that your office will return a date-stamped copy of the articles and, therefore, I am not including the additional \$52.50 for the certified copy.

Thank you for your kind attention to this matter. If you should have any questions, please give me a call.

Yours very truly,

  
James V. Stewart

JVS/djc  
Enclosure  
(bforms: let.sec)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

11-13-97  
WS

**ARTICLES OF INCORPORATION  
OF  
THE BE FORBES COLLECTION, INC.**

The undersigned incorporator of these Articles of Incorporation does hereby form a corporation pursuant to the Florida General Corporation Act and does hereby adopt the following Articles of Incorporation:

**ARTICLE ONE  
NAME AND PRINCIPAL OFFICE**

The name of this Corporation is The Be Forbes Collection, Inc. The corporation's principal office is located at 1233 Eden Isle Drive, N.E., St. Petersburg, Florida 33704.

**ARTICLE TWO  
DURATION**

The Corporation is to exist perpetually.

**ARTICLE THREE  
PURPOSE**

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, including sale of artworks.

**ARTICLE FOUR  
CAPITAL STOCK**

The aggregate number of shares which this Corporation is authorized to issue is 10,000 shares of common stock, each having a par value of One Dollar (\$1.00). Once issued, all shares shall be deemed fully paid and non-assessable.

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**ARTICLE FIVE**  
**PREEMPTIVE RIGHTS**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

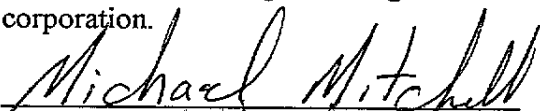
**ARTICLE SIX**  
**TRANSFER OF SHARES**

All of the issued and outstanding shares of the Corporation shall be made subject to restrictions on transferability by agreement among the holders of the shares. A copy of such agreement shall be kept on file at the principal office of the Corporation and shall be subject to inspection by stockholders of record and bona fide creditors of the corporation at reasonable times during business hours.

**ARTICLE SEVEN**  
**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 1233 Eden Isle Drive, N.E., St. Petersburg, Florida 33704, and the name of the initial registered agent at such address is Michael Mitchell, whose acceptance is noted below.

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

  
Accepted by Michael Mitchell

**ARTICLE EIGHT**  
**DIRECTORS**

The Board of Directors will consist of no less than one and no more than ten directors, the exact number to be determined by the Bylaws (with any modification or change in number, within this range, to also be by amendment to the Bylaws).

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**ARTICLE NINE**  
**INCORPORATOR**

The name and address of the person signing these Articles is: Michael Mitchell, 1233 Eden Isle Drive, N.E., St. Petersburg, Florida 33704.

**ARTICLE TEN**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE ELEVEN**  
**OTHER PROVISIONS**

There are no other provisions for the regulation of the internal affairs of this Corporation except as set forth in the By-Laws of this Corporation.

In Witness Whereof, the undersigned Incorporator has executed these Articles of Incorporation this 7<sup>th</sup> day of November, 1997

By: Michael Mitchell

**STATE OF FLORIDA**  
**COUNTY OF PINELLAS**

The foregoing instrument was acknowledged and sworn to before me this 7<sup>th</sup> day of November, 1997, by Michael Mitchell, who is personally known to me.

James V. Stewart (signature of notary)  
James V. Stewart (printed name of notary)

(SEAL)

Notary Public



Serial number, if any)

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djc