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ACCOUNT NO. : 072100000032
REFERENCE : 629727 7141160
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : December 10, 1997

ORDER TIME : 12:57 PM

ORDER NO. : 629727-005

CUSTOMER NO: 7141160

CUSTOMER: H. Sandra Fiske, Esq
H. SANDRA FISKE, ESQ

P. O. Box 4658

Santa Rosa Beac, FL 32459

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97 DEC 10 PM 3:31

DIVISION OF CORPORATION

DOMESTIC FILING

NAME: JUDITH PROCTOR GALLERIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

JG
12/11/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 10 AM 8:07

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CORPORATIONS
97 DEC 10 AM 8:07

ARTICLES OF INCORPORATION

OF

JUDITH PROCTOR GALLERIES, INC.

The undersigned subscriber of these ARTICLES OF INCORPORATION, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Judith Proctor Galleries, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is:

Principal Place of Business:

Judith Proctor Galleries, Inc.
304 Ruskin Place
Seaside, Florida 32459

Mailing Address:

Judith Proctor Galleries, Inc.
P.O. Box 4705
Seaside, Florida 32459

ARTICLE III - DURATION

This corporation shall exist perpetually, commencing upon filing.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock with a par value of \$0.10 per share.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Judith Proctor
304 Ruskin Place
Seaside, Florida 32459

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Judith Proctor
P.O. Box 4705
Seaside, Florida 32459

ARTICLE VIII - DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by the By-Laws. The names and addresses of the initial directors of this corporation are:

Judith Proctor
P.O. Box 4705
Seaside, Florida 32459

Laura Ellison Proctor
302 Mecca Drive
Birmingham, Ala. 35209

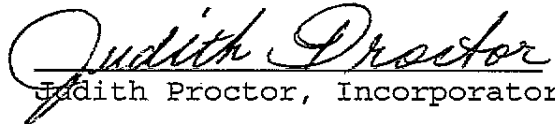
ARTICLE IX - INDEMNIFICATION

This corporation may be empowered to indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned has executed these Articles of Incorporation this 8 day of December, 1997.


Judith Proctor, Incorporator

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

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CORPORATIONS
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Pursuant to the provisions of section 607.0501, 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:

Judith Proctor Galleries, Inc.

2. The name and address of the registered agent and office is:

Judith Proctor
304 Ruskin Place
Seaside, Florida 32459

Signature: Judith Proctor
Judith Proctor, Director

Date: 12-8-97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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 OF 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.

Signature: Judith Proctor

Date: 12-8-97