

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P97000105573

The Frame Shoppe, Inc

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC 16 AM 11:50

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-12/16/97 01035 887.00

	EFFECTIVE DATE
<input checked="" type="checkbox"/> Art of Inc. File	<u>12-9-97</u>
<input type="checkbox"/> LTD Partnership File	
<input type="checkbox"/> Foreign Corp. File	
<input type="checkbox"/> L.C. File	
<input type="checkbox"/> Fictitious Name File	
<input type="checkbox"/> Trade/Service Mark	
<input type="checkbox"/> Merger File	
<input type="checkbox"/> Art. of Amend. File	
<input type="checkbox"/> RA Resignation	
<input type="checkbox"/> Dissolution / Withdrawal	
<input type="checkbox"/> Annual Report / Reinstatement	
<input type="checkbox"/> Cert. Copy	
<input checked="" type="checkbox"/> Photo Copy	
<input type="checkbox"/> Certificate of Good Standing	
<input type="checkbox"/> Certificate of Status	
<input type="checkbox"/> Certificate of Fictitious Name	
<input type="checkbox"/> Corp Record Search	
<input type="checkbox"/> Officer Search	
<input type="checkbox"/> Fictitious Search	
<input type="checkbox"/> Fictitious Owner Search	
<input type="checkbox"/> Vehicle Search	
<input type="checkbox"/> Driving Record	
<input type="checkbox"/> UCC 1 or 3 File	
<input type="checkbox"/> UCC 11 Search	
<input type="checkbox"/> UCC 11 Retrieval	
<input type="checkbox"/> Courier	

Signature

Requested by:

Kim 12/16/97 10:30

Name Date Time

Walk-In Will Pick Up

RECEIVED
97 DEC 16 AM 9:59
DIVISION OF CORPORATIONS

RP
12-16-97

ARTICLES OF INCORPORATION

OF

THE FRAME SHOPPE, INC.

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The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

EFFECTIVE DATE
12-9-97

The name of the corporation shall be:

THE FRAME SHOPPE, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address for the corporation is:

4750 South Florida Avenue
Lakeland, Florida 33813

ARTICLE III - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of five business days prior to the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE IV - PURPOSES

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

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue and have outstanding 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI - PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the corporation held by it in its treasury or otherwise, of the same or any other kind, class, or series as that which he already holds, to purchase his pro rata share of such stock at the same price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the state of Florida is 1100 Oakbridge Parkway, #195, Lakeland, Florida 33803. The name of the initial registered agent of the corporation at such address is Stacy C. Allen.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may either increase or decrease from time to time provided by the Bylaws of the corporation, but shall never be less than one (1). The name and address of the initial directors are:

<u>Name</u>	<u>Address</u>
Stacy C. Allen	1100 Oakbridge Parkway, #195 Lakeland, Florida 33803
Jimmy Allen	1100 Oakbridge Parkway, #195 Lakeland, Florida 33803

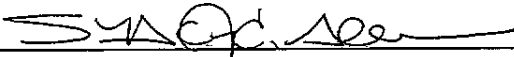
ARTICLE IX - INCORPORATOR

The name and street address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
Stacy C. Allen	1100 Oakbridge Parkway, #195 Lakeland, Florida 33803

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Stacy C. Allen, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that she is familiar with, and accepts, the obligations imposed pursuant to the Florida Business Corporation Act.


STACY C. ALLEN

("Registered Agent")

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ARTICLE X - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act, from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of December, 1997.


STACY C. ALLEN

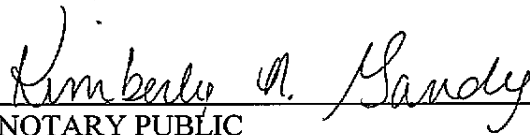
("Incorporator")

STATE OF FLORIDA)
) S.S.:
COUNTY OF POLK)

The foregoing instrument was acknowledged before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, this 15th day of December, 1997, by Stacy C. Allen, who

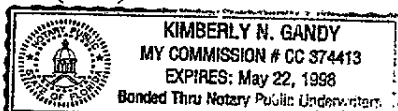
[] is personally known to me; or

[✓] who has produced A450-783-69-870-0 as identification.


NOTARY PUBLIC

My Commission Expires:

(Seal)



Kimberly N. Gandy
(Print Name)

(Serial Number, if any)