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FAX #: (813) 221-4210

NAME: MICHAEL MURPHY GALLERY, INC.
AUDIT NUMBER.....H97000020789

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**ARTICLES OF INCORPORATION
OF
MICHAEL MURPHY GALLERY, INC.**

Pursuant to the Florida Business Corporation Act, the undersigned incorporator of Michael Murphy Gallery, Inc., a Florida corporation (the "Corporation"), hereby adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I
NAME AND ADDRESS**

The name of the Corporation is Michael Murphy Gallery, Inc. The Corporation's principal office and mailing address is 2722 South MacDill Avenue, Tampa, Florida 33627.

**ARTICLE II
BUSINESS AND ACTIVITIES**

The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The Corporation is authorized to issue 10,000 shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's registered office is 100 North Tampa Street, Suite 2700, Tampa, Florida 33602, and its agent for service of process at such office is Robert F. Melone.

**ARTICLE V
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is one. The initial director of the Corporation is Michael P. Murphy, 3908 West Horatio Street, Tampa, Florida 33609. The number of directors may be increased or decreased from time to time by the Board of Directors in accordance with the Corporation's Bylaws.

Prepared by:

Brad S. Fischer, Esquire (Fla. Bar No. 0076775)
Foley & Lardner
100 North Tampa Street, Suite 2700
Tampa, Florida 33602
813-229-2300

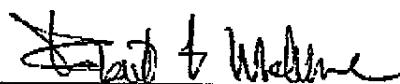
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**ARTICLE VI
INCORPORATOR**

The Corporation's incorporator is Robert F. Melone, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, the undersigned incorporator of the Corporation has, in accordance with the Florida Business Corporation Act, executed these Articles of Incorporation effective as of January 1, 1998.


Robert F. Melone, Incorporator

ACKNOWLEDGEMENT OF REGISTERED AGENT

The undersigned, having been designated to accept service of process for Michael Murphy Gallery, Inc. at the place indicated in the foregoing Articles of Incorporation, does hereby accept the appointment as registered agent and does hereby acknowledge that the undersigned is familiar with and accepts the obligations of such position as set forth in the Florida Business Corporation Act.

Executed this 17th day of December, 1997.


Robert F. Melone

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