

Bernard S. Peck
Member FL, CT & NY Bars

Daniel D. Peck
Member FL & CT Bars

Kevin R. Lottes
Member FL Bar

P98000000568
Peck & Peck
Attorneys at Law

Suite 103, First Union Building
5801 Pelican Bay Boulevard
Naples, Florida 34108

Telephone
(941) 566-3600

Facsimile
(941) 566-3977

200002388132--7
-01/02/98--01025--006
****122.50 ****122.50

December 30, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Picture Warehouse of Orlando, Inc.

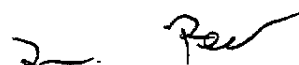
Dear Madam:

We enclose herewith for filing the original and one copy of the Articles of Incorporation for the above named corporation, together with a check to your order in the amount of \$122.50.

Please return a certified copy of the Articles to the undersigned when they have been filed.

Thank you for your attention to this matter.

Sincerely,


Daniel D. Peck

DDP:jfm

Encs.

secyst

FILED
98 JAN -2 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12-30-97

QV 1-5-98

ARTICLES OF INCORPORATION
OF
PICTURE WAREHOUSE OF ORLANDO, INC.

FILED
98 JAN -2 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME AND ADDRESS

The name of this corporation is PICTURE WAREHOUSE OF ORLANDO, INC. and its principal address is 6062 Taylor Road, Naples, Florida 34109.

ARTICLE II
DURATION

EFFECTIVE DATE
12-30-97

This corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III
PURPOSE

This corporation is organized to engage in the business of operating stores, selling pictures, mirrors and home furnishings, and for all other purposes allowed a Florida corporation.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6062 Taylor Road, Naples, Florida 34109,

and the name of the initial registered agent of this corporation at that address is Robert S. Comeriato.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are: Robert S. Comeriato, 1912 Princess Court, Naples, Florida 34110; Stephen Larry Palinchak, 2255 Imperial Golf Course Boulevard, Naples, Florida 34110; Daniel Alvo, 18020 San Carlos Boulevard, Fort Myers, Florida 33931; and Barry Seymour, P.O. Box 33, Maison Trinity, Trinity Square, St. Peter Port, Guernsey, Channel Islands GY1 4AT.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is: Robert S. Comeriato, 1912 Princess Court, Naples, Florida 34110.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

SHAREHOLDER QUORUM

Fifty-one percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE X

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

ARTICLE XI

NO REMOVAL OF DIRECTORS

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law against all expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for a criminal act, gross negligence or willful misconduct.

An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

ARTICLE XIII

PREEMPTIVE RIGHTS

Every shareholder upon the issuance or sale of any new stock of this corporation of the same kind or class as that which he already owns, shall have the preemptive right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIV

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them by a two-thirds vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 30 day of December, 1997.


ROBERT S. COMERIATO, Incorporator L.S.

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above appeared ROBERT S. COMERIATO, personally known to me to be the person who executed these Articles of Incorporation, and he acknowledged before me that as his free act he executed these Articles of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 30 day of December, 1997.

Daniel D. Peck
Notary Public
Daniel D. Peck
My Commission Expires:



I, ROBERT S. COMERIATO, agree to serve as resident agent and accept service for PICTURE WAREHOUSE OF ORLANDO, INC., at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.0505 of the Florida Statutes in keeping said office open.

Dated this 30 day of December, 1997.

Robert S. Comeriato
ROBERT S. COMERIATO

picture2

FILED
98 JAN -2 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-30-97