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ACCOUNT NO. : 072100000032

REFERENCE : 697176 9241A

AUTHORIZATION :

COST LIMIT : \$ 122.30

Patricia Piguet

ORDER DATE : February 6, 1998

ORDER TIME : 10:53 AM

ORDER NO. : 697176-005

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CUSTOMER NO: 9241A

CUSTOMER: John L. Maloney, Esq
JOHN L. MALONEY, ESQ

3663 Central Avenue

Saint Petersburg, FL 33713

DOMESTIC FILING

NAME: BUENA VISTA GALLERY, 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: Karen B. Rozar

EXAMINER'S INITIALS:

EFFECTIVE DATE

2-5-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -6 PM 2:26

RECEIVED
98 FEB -6 PM 12:25
DIVISION OF CORPORATION

2-6-98
62

ARTICLES OF INCORPORATION
OF
BUENA VISTA GALLERY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -6 PM 2:29

ARTICLE I
NAME

The name of the Corporation is BUENA VISTA GALLERY, INC. whose business address shall be 966 California Woods Circle, Orlando, Florida 32834.

ARTICLE II
DURATION

This Corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE III
PURPOSES

This Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.10 par value common stock.

EFFECTIVE DATE
2-5-98

ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of this Corporation is 3663 Central Avenue, St. Petersburg, Florida, 33713. The name of the initial registered agent of this Corporation at that address is John L. Maloney.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is Asif Naseem 966 California Woods Circle, Orlando, Florida 33824.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Asif Naseem of 966 California Woods Circle, Orlando, Florida 32824.

ARTICLE VIII

INDEMNIFICATION

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

ARTICLE IX

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of all the Shareholders. In the event of any inconsistency between the provisions of the By-Laws and any agreement entered into by all the promoters or shareholders of the Corporation respecting Corporate affairs shall, to the extent not contrary to law, be resolved in favor of any such agreement.

ARTICLE X

COMPENSATION FOR OFFICERS

Until rescinded by vote of a majority of the Shareholders, the Board of Directors of the Corporation shall be entitled to fix officers' salaries and other compensation whether or not any one or more officer also serves as Director of the Corporation.

ARTICLE XI

SHAREHOLDER RESCISSION NOTICE

The Corporation shall not sell shares of stock in the Corporation to five or more persons without giving the fifth and each successive purchaser a notice of their right to rescind the purchase within three days after the first tender of consideration for the purchased shares pursuant to Florida Statute §517.061 (11)(a)(5).

ARTICLE XII
INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the Corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XIII
PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the

price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE XIV

LONG-TERM EMPLOYMENT CONTRACT

A preincorporation or other agreement of the Shareholders may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XV

CUMULATIVE VOTING

At each election for Directors every Shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XVI

AMENDMENT

This 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. Any amendment to the Articles of Incorporation may only be made upon affirmative vote of one hundred percent of the outstanding shares entitled to vote.

ARTICLE XVII

"S" ELECTION RESTRICTION

Each Shareholder, by acquiring shares of any class of stock in the Corporation, agrees to so vote his shares as to cause the Corporation to be taxed as an "S" Corporation and to not sell, convey or assign any of said acquired shares of stock to any person or entity which would cause loss of an "S" Corporation election under the provisions of the Internal Revenue Code unless a majority of the Shareholders shall approve the loss of an "S" Corporation election.

ARTICLE XIII

ANNUAL FINANCIAL STATEMENTS

Until required by a majority vote of the Shareholders, the Corporation need not furnish its Shareholders an annual financial statement within 120 days of the close of each fiscal year.

ARTICLE XX

ANNUAL EVALUATION OF STOCK

On or before April 1 of each year, the Corporation, if conducting business in Florida, shall give its Florida stockholders of record as of the preceding December 31 a written notice reflecting the just value of each class of its stock subject to an annual tax under Chapter 199 Florida Statutes.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 4th
day of Feb, 19 98.

Ary m. Nassim
INCORPORATOR

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 4th day of
FEB, 1998, by ASIF NASEEM, who is personally known to me or who has produced
FDL as identification and who did/did not take an oath.
N250-013-58-426-0
X1126-01



MICHELLE L. BATTILLA
My Commission CC494607
Expires Sep 11, 1999

Michelle L. Battilla
Printed Name
Notary Public
Serial Number, if any:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of BUENA VISTA
GALLERY, INC. which is contained in the foregoing Articles of Incorporation.

Dated this 5th day of February, 1998.

John J. Maloney
REGISTERED AGENT