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LAWRENCE C. GRIFFIN
SCOTT M. COLTON

February 5, 1998

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Corporate Records Bureau
Division of Corporation
DEPARTMENT OF STATE
P. O. Box 6327
Tallahassee, FL 32314

Re: GALLERY OF THE PALM BEACHES, INC.

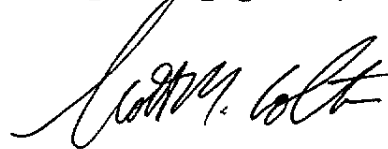
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named Corporation for profit, together with a check in the amount of \$140.00 for filing fee, Registered Agent Designation and certified copy of Articles.

Please file the original Articles of Incorporation and return the certified copy to my attention at the above address.

Thanking you for your courtesies in this matter, I remain

Very truly yours,



Scott M. Colton

FILED
98 FEB -9 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SMC/sm
Enclosures

F. CHESSEN FEB 10 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GALLERY OF THE PALM BEACHES, INC.**

The undersigned subscribers, being natural persons, being competent to contract, hereby file the following Articles of Incorporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of the corporation shall be GALLERY OF THE PALM BEACHES, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "common shares".

ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of this corporation is: 2352 PGA Boulevard, Palm Beach Gardens, FL 33410, and the mailing address of this corporation is: 2352 PGA Boulevard, Palm Beach Gardens, FL 33410.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 631 U.S. #1, Suite 410, North Palm Beach, FL 33408

and, the name of the initial registered agent of this Corporation at such address is SCOTT M. COLTON.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

HANNE SCHWENSEN	2352 PGA Boulevard Palm Beach Gardens, FL 33410
JOSEPH LANE	2352 PGA Boulevard Palm Beach Gardens, FL 33410

ARTICLE VIII - BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the stockholders or the directors.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - PREEMPTIVE RIGHTS

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

ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

HANNE SCHWENSEN	2352 PGA Boulevard Palm Beach Gardens, FL 33410
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ARTICLE XII - AMENDMENT

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

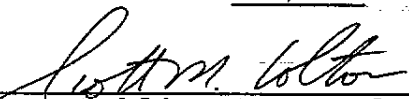
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4th day of February, 1998.


HANNE SCHWENSEN
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized in the State and County aforesaid, personally appeared **HANNE SCHWENSEN**, who is personally known to me and who is known to be the person who executed the foregoing Articles of Incorporation as Incorporator.

WITNESS my hand and official seal in the County and State last aforesaid this 4th day of February, 1998.


Notary Public, State of Florida at Large
SCOTT M. COLTON
(Print or type name of Notary)



My commission No.:
My commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with §48.091, Florida Statutes, the following is submitted:

1. That **GALLERY OF THE PALM BEACHES, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Palm Beach Gardens, County of Palm Beach, State of Florida, has named **SCOTT M. COLTON**, located at 631 U.S. #1, Suite 410, North Palm Beach, FL 33408, as its Registered Agent to accept service of process within Florida.


By: 

HANNE SCHWENSEN

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

DATED this 4th day of February, 1998.


SCOTT M. COLTON
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED