

Bonnie M. Willis, P.A.

Attorney at Law

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March 4, 1998

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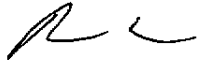
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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sirs:

Enclosed please find the Articles of Incorporation of Images Gallery, Inc. and a check for \$122.50 for the fee. If you have any questions, please contact my office.

Very truly yours,



Bonnie M. Willis

BMW/cjv

Enclosure

FILED
98 MAR -9 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bonnie Willis GAVE

AUTHORIZATION BY PHONE TO

Change corp Name
CORRECT

DATE 3-11-98

DOC. EXAM. AB

AB
3-11-98

ARTICLES OF INCORPORATION
OF
IMAGES IN PEWTER, INC.

FILED
98 MAR -9 AM 11:44
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I: NAME & ADDRESS

The name of the Corporation is IMAGES IN PEWTER, INC. whose address shall be 6673-A LAKE WORTH ROAD, LAKE WORTH, FL 33467.

ARTICLE II: DURATION

The Corporation shall have perpetual existence.

ARTICLE III: PURPOSE

Sculptured Art Gallery.

ARTICLE IV: CAPITAL STOCK

The Corporation is authorized to issue 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 the Corporation is 224 Datura Street, #815, West Palm Beach, Florida 33401 and the name of the initial Registered Agent of the Corporation at that address is Bonnie M. Willis, Esquire.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The Corporation will have two (2) directors initially to hold office until the first annual meeting of shareholders and their successor shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of the directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and address of the initial directors of the Corporation are:

President-Ronald Fried
Secretary/Treasurer-Sharyn Fried

ARTICLE VII: INCORPORATOR

The name and address of the person signing these Articles is: Bonnie M. Willis, Esquire, 224 Datura Street, Suite 815, West Palm Beach, Florida 33401.

ARTICLE VIII: AMENDMENTS

The power to amend these Articles of Incorporation in accordance with the law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has
executed these Articles of Incorporation on this 2 day of
March, 1998.



BONNIE M. WILLIS, ESQUIRE

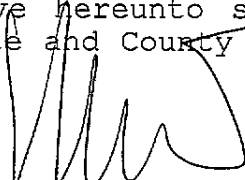
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, authorized to take
acknowledgments in the State and County set forth above, personally
appeared Bonnie M. Willis, known to be and known by me to be the
person who executed the foregoing Articles of Incorporation, and
she acknowledged before me that she executed these Articles of
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal in the State and County aforesaid, this
2 day of March, 1998.



LAURA LEE BARROW
My Commission CC561878
Expires Jun. 17, 2000



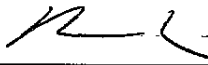
NOTARY PUBLIC

MY COMMISSION EXPIRES:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of IMAGES IN PEWTER, INC. as made in the foregoing Articles of Incorporation.

DATE: 3/2/98

BY: 
BONNIE M. WILLIS, ESQUIRE

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98 MAR -9 AM 11:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA