

P98000025459



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 745411 8440A

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 122.50

ORDER DATE : March 18, 1998

ORDER TIME : 10:42 AM

ORDER NO. : 745411-015

CUSTOMER NO: 8440A

CUSTOMER: Douglas A. Daniels, Esq
HEEBNER, BAGGETT & DANIELS

523 North Halifax Avenue

Daytona Beach, FL 32118

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 18 PM 2:13

9000002460739--3

DOMESTIC FILING

NAME: THE PALMS 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: Stacy L Earnest

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
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EFFECTIVE DATE

3/17/98

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
THE PALMS GALLERY, INC.
a Florida corporation

ARTICLE I

NAME

The name of the corporation is THE PALMS GALLERY, INC. The address of the principal office of the corporation is 523 North Halifax Avenue, Daytona Beach, Florida 32118, and the mailing address of the corporation shall be the same.

ARTICLE II

DURATION

The duration of the corporation is perpetual. The date and time of commencement of the corporation existence shall be the time these Articles of Incorporation are subscribed and acknowledged if filed with the Department of State of the State of Florida within five (5) days after such date, or, if not so filed within five (5) days, the date and time of such filing with the Department of State.

ARTICLE III

GENERAL PURPOSES

The purpose for which this corporation is initially organized is to engage in any or all lawful business for which corporations may be incorporated under Florida law or any other state, country, territory or nation.

ARTICLE IV

SHARES

The aggregate number of shares which the corporation shall have authority to issue is 100 shares of common voting stock having \$.01 par value per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 523 North Halifax Ave., Daytona Beach, Florida 32118. The name of the initial registered agent of the corporation at such address is Douglas A. Daniels.

ARTICLE VI

DIRECTORS

The number of directors constituting the initial Board of Directors is one (1), and the name and address of the person who is to serve as a member thereof is as follows:

DOUGLAS A. DANIELS
523 North Halifax Avenue
Daytona Beach, FL 32118

The number of directors may be changed from time to time by the bylaws.

ARTICLE VII

SPECIAL PROVISIONS

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator and subscriber to One Hundred shares of common voting stock of this corporation is as follows:

Douglas A. Daniels 523 North Halifax Avenue
Daytona Beach, FL 32118

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these Articles of Incorporation this 17th day of March, 1998.


Douglas A. Daniels

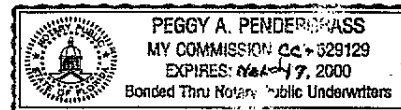
STATE OF FLORIDA)
COUNTY OF VOLUSIA)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 18 PM 2:13

The foregoing instrument was acknowledged before me this 17th day of March, 1998, by Douglas A. Daniels, as director, acting for and on behalf of THE PALMS GALLERY, INC., who is personally known to me and who did not take an oath.

Peggy A. Pendergrass
Notary Public, State of Florida
Peggy A. Pendergrass
Type, print or stamp name

Date commission expires:



**CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS**

Pursuant to Section 48.091, Florida Statutes, THE PALMS GALLERY, INC., hereby designates Douglas A. Daniels, 523 North Halifax Avenue, Daytona Beach, FL 32118, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

THE PALMS GALLERY, INC.

By: Douglas A. Daniels

ACCEPTANCE OF DESIGNATION

The undersigned, Doug Daniels, hereby accepts designation as registered agent for THE PALMS GALLERY, INC., for service of process within the State of Florida.

Douglas A. Daniels