



THE UNITED STATES
CORPORATION
COMPANY

P98000044237

ACCOUNT NO. : 072100000032

REFERENCE : 820407 4718535

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 131.25

ORDER DATE : May 15, 1998

ORDER TIME : 10:26 AM

ORDER NO. : 820407-005

CUSTOMER NO: 4718535

CUSTOMER: Dresden Brunner, Esq
PORTER WRIGHT MORRIS & ARTHUR

800002525548--2

Suite 400
4501 Tamiami Trail North
Naples, FL 34103

DOMESTIC FILING

NAME: THE WEATHERBURN 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
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

cf 5/15/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 15 PM 2:20

ARTICLES OF INCORPORATION
OF
THE WEATHERBURN GALLERY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 15 PM 2:20

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I - Name

The name of the Corporation shall be The Weatherburn Gallery, Inc.

ARTICLE II - Purpose

The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III - Shares

The maximum aggregate number of shares that the Corporation shall have authority to issue and to have outstanding at any one time is 10,000 shares of Common Stock, par value \$0.01 per share.

ARTICLE IV - Preemptive Rights

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the Corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE V- Indemnification

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that the

person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VI - Control Share Act

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this Corporation.

ARTICLE VII - Amendment of Bylaws

The bylaws of the Corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII - Registered Agent

The registered agent of the Corporation is S. Dresden Brunner, Esquire. The street address of the Corporation's registered office is 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103-3013.

ARTICLE IX - Principal Office

The principal place of business and mailing address of this Corporation shall be 281 Broad Avenue, Naples, Florida 34102.

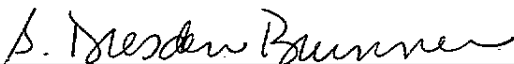
ARTICLE X - Incorporator

The name and address of the incorporator to these Articles of Incorporation is S. Dresden Brunner, Esquire, 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103-3013.

ARTICLE XI - Amendment

The 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.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of May, 1998.



S. Dresden Brunner, Esquire
Porter, Wright, Morris & Arthur
4501 Tamiami Trail North, Suite 400
Naples, Florida 34103

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 15 PM 2:21

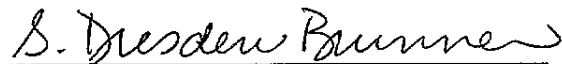
Pursuant to the provisions of Chapter 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is The Weatherburn Gallery, Inc.
2. The name and address of the registered agent and office are:

S. Dresden Brunner, Esquire
Porter, Wright, Morris & Arthur
4501 Tamiami Trail North, Suite 400
Naples, Florida 34103-3013

HAVING BEEN NAMED in the State of Florida as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: May 14, 1998


S. Dresden Brunner, Esquire