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May 27, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

400002542214--4
-06/01/98--01064--003
*****70.00 *****70.00

Re: **LEGENDS ART INTERNATIONAL, INC.**

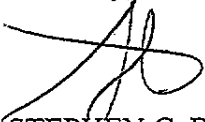
Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for **LEGENDS ART INTERNATIONAL, INC.**

Also enclosed is our firm's check in the amount of \$70.00 representing the filing fee. Please return a copy of the Articles once the file number has been issued.

If any further information is required, please do not hesitate to contact us.

Sincerely,



STEPHEN C. BOOTH

/klo
Enclosures

APPROVED
AND
FILED
98 JUN - 1 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JUN 2 1998

ARTICLES OF INCORPORATION
OF
LEGENDS ART INTERNATIONAL, INC.

98 JUN -1 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE I.

The name of this corporation is **Legends Art International, Inc.**

ARTICLE II.

This corporation is organized for the purposes of engaging in any and lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE III.

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV.

This corporation shall have perpetual existence and its existence shall commence upon the filing of these Articles.

ARTICLE V.

The street address of the principal office is 1324 Gulfview Wood Lane, Tarpon Springs, Florida 34689, and the address of the initial registered office of this corporation is 1324 Gulfview Wood Lane, Tarpon Springs, Florida 34689 and the name of the initial registered agent at that address is Michael R. Vandiver.

ARTICLE VI.

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Michael R. Vandiver, 1324 Gulfview Wood Lane, Tarpon Springs, Florida 34689
Diane M. Truppi, 1324 Gulfview Wood Lane, Tarpon Springs, Florida 34689
Terry W. Curtis, 1324 Gulfview Wood Lane, Tarpon Springs, Florida 34689.

ARTICLE VII.

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

ARTICLE VIII.

The names and addresses of the persons signing these Articles are as follows:

Michael R. Vandiver, 1324 Gulfview Wood Lane, Tarpon Springs, Florida 34689.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 26 day of May, 1998.



Michael R. Vandiver

IN WITNESS WHEREOF, the undersigned, with the execution of these Articles, is familiar with and accepts the duties as registered agent.


Michael R. Vandiver, as Registered Agent

STATE OF FLORIDA :
COUNTY OF :

The foregoing instrument was acknowledged before me this 26th day of May, 1998 by Michael R. Vandiver, who is personally known to me or who has produced _____ as appropriate identification.


Notary Public

THIS INSTRUMENT PREPARED BY:
STEPHEN C. BOOTH, Esquire
Booth & Cook, P.A.
7510 Ridge Road
Port Richey, FL 34668
Telephone: (813) 842-9105



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AND
FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA