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PAINTINGS BY GENE, INC.  
4491 Calendula Dr.  
Orlando, FL 32839  
407/843-7356

May 27, 1998

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-06/01/98--01050--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Department of State  
Corporate Records Division  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for Paintings by Gene, Inc., along with a check in the amount of \$70.00 for filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Thank you for your attention and assistance.

Respectfully,

PAINTINGS BY GENE, INC.

*Donald Eugene Hullender*

Donald Eugene Hullender  
President

DEH:caj

enc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN -1 PM 3:05

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ARTICLES OF INCORPORATION

OF

PAINTINGS BY GENE, INC.

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 JUN -1 PM 3:05

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME AND PRINCIPAL ADDRESS

The name and principal address of the Corporation is: PAINTINGS BY GENE, INC.  
4491 Calendula Dr., Orlando, FL 32839

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4491 Calendula Dr. Orlando, FL 32839, and the name of the initial registered agent of the corporation at that address is Donald Eugene Hullender.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually beginning on the date of filing these Articles.

ARTICLE VI. DIRECTORS

This corporation shall have two (2) Directors initially. The name and street address of these initial members of the Board of Directors is:

<u>Director</u>	<u>Address</u>
Donald Eugene Hullender	4491 Calendula Dr., Orlando, FL 32839
Martha Wheeler	4491 Calendula Dr., Orlando, FL 32839

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until its successors are elected or appointed is:

President:	Donald Eugene Hullender 4491 Calendula Dr. Orlando, FL 32839
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ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is DONALD EUGENE HULLENDER, 4491 Calendula Dr., Orlando, Florida, 32839.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal the 27th day of May 1998.

  
DONALD EUGENE HULLENDER

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE me, the undersigned authority, personally appeared Donald Eugene Hullender who is well known to me to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned.

IN WITNESS THEREOF, I have hereunto set my hand and official seal at Orlando, State of Florida this 27th day of May 1997.

Notary Public:



Constance Ann Jones  
My Commission Expires  
CONSTANCE ANN JONES  
Notary Public, State of Florida  
My Comm. Expires Sept. 23, 2001  
Comm. No. CC678340

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as Registered Agent for  
PAINTINGS BY GENE, INC.



DONALD EUGENE HULLENDER  
4491 Calendula Dr.  
Orlando, Florida 32839  
407/843-7356

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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: PAINTINGS BY GENE, INC.
2. The name and address of the registered agent and office is:

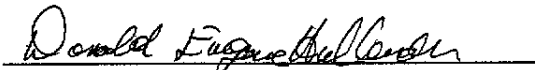
Donald Eugene Hullender  
4491 Calendula Dr.  
Orlando, FL 32839



Donald Eugene Hullender  
Title: President  
Date: 5/27/98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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HAVING BEEN NAMED 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Donald Eugene Hullender  
Date: 5/27/98

REGISTERED AGENT FILING FEE: \$35.00