

P98000051695

June 3, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -8 AM 9:03

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

SUBJECT: Artistic Enterprises, Inc.

600002552016--8
-06/08/98--01149--010
*****78.75 *****78.75

EFFECTIVE DATE
6-10-98

Dear Gentleperson,

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$78.75 to cover filing fee, and certificate.

From: Judith L. Deitelhoff
120 Woodlake Wynde
Oldsmar, Florida 34677
(813) 785-9625

Sincerely,

Judith L. Deitelhoff

Judith L. Deitelhoff

D. BROWN JUN 10 1998

EFFECTIVE DATE
6-10-98

ARTICLES OF INCORPORATION

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The undersigned, acting as Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

Article I. Name. The name of this Corporation is Artistic Enterprises, Inc.

Article II. Principal Office. The principal address of this Corporation is as follows:

120 Woodlake Wynde
Oldsmar, Florida 34677

Article III. Capital Stock. The Corporation is authorized to issue 1,000 shares, all of one class, at \$1.00 par value.

Article IV. Initial Registered Agent. The name and address of the initial Registered Agent of this Corporation is as follows:

Judith Lynn Deitelhoff
120 Woodlake Wynde
Oldsmar, Florida 34677

Article V. Initial Board of Directors. This Corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws of the Corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial Director of this Corporation is:

Judith Lynn Deitelhoff
120 Woodlake Wynde
Oldsmar, Florida 34677

Article VI. Incorporator. The name and address of the Incorporator signing these Articles of Incorporation is:

Judith Lynn Deitelhoff
120 Woodlake Wynde
Oldsmar, Florida 34677

Article VII. Duration. The period of this Corporation's duration is perpetual.

Article VIII. Purpose. The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States of America and Florida.

Article IX. Effective Date. The effective date of this Corporation shall be June 10, 1998.

Article X. By-Law Amendment. The power to adopt, alter, amend or repeal the By-Laws of this Corporation shall be vested in the Board of Directors and the Shareholders.

Article XI. Indemnification. The Corporation may be empowered to indemnify any Officer or Director, or any former Officer or Director, in the manner set out and provided for in the By-Laws of this Corporation, pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

Article XII. Informal Action of Directors. If all Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid though it had been authorized at a Meeting of the Board of Directors.

Article XIII. Amendment of Articles. This 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.

Article XIV. Pre-emptive Rights. Each Shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of Treasury Shares. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him or her to exercise his or her pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

Article XV. Director Conflict of Interest.

- A. No contract or other transaction between a Corporation and one or more of its' Directors, or between a Corporation and any other Corporation, Firm, Association or other entity, in which one or more of its' Directors are Directors or Officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors are present at the Meeting of the Board of the Directors or of a Committee thereof which approves such contract or transaction, or that his or her votes are counted for such purpose:
1. If the fact of such common Directorship, Officership or financial interest is disclosed or known to the Board or Committee, and the Board or Committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested Director or Directors; or
 2. If such common Directorship, Officership or financial interest is disclosed or known to the Shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the Shareholders; or
 3. If the contract or transaction is fair and reasonable as to the Corporation at the time it is approved by the Board, a Committee or the Shareholders.
- B. Common or interested directors may be counted in determining the presence of a quorum at a Meeting of the Board of Directors or of a Committee which approves such contract or transaction.

Article XVI. Informal action of Shareholders. Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the actions to be taken shall be signed by all the Stockholders who should be entitled to vote upon such action at a Stockholders Meeting and filed with the Secretary of the Corporation as part of the corporate records.

Article XVII. Telephone Meetings. Members of the Board of Directors or the Executive Committee shall be deemed present at a Meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the Meeting can hear each other, is used.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles Of
Incorporation this 5th day of June 1998.

Judith Lynn Deitelhoff
JUDITH LYNN DEITELHOFF, Incorporator

and
ACCEPTED AS Registered Agent

STATE OF FLORIDA)
COUNTY OF PINELLAS)

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BEFORE ME, the undersigned authority, personally appeared JUDITH LYNN
DEITELHOFF, to me known to be the person who executed the foregoing Articles of
Incorporation, and she acknowledged to and before me that she executed such instrument
and produced a Florida Driver's License as ID.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th
day of June, 1998.

Tracy A. Murphy
Notary Public

My Commission Expires : 8/20/2001

