

ARTHUR D. DECKELMAN, P.A. & ASSOCIATES

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P98000055809

June 22, 1998

SECRETARY OF STATE
Department of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

000002567310--4
-06/22/98--01021--004
*****70.00 *****70.00

Re: THE ARTIST'S DOLL GALLERY, INC.
Our File Number: 8-154-D

Dear Sir or Madam:

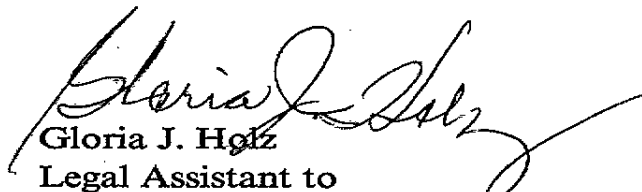
Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation, **THE ARTIST'S DOLL GALLERY, INC.**

Also enclosed is a check in the amount of \$70.00 to cover the various fees. If you find that everything is in order, please file the Articles of Incorporation and return a copy of the Articles to this office.

If you have any questions, please contact our office. Thank you for your time and attention to this matter.

Best Regards,

ARTHUR D. DECKELMAN, P.A.,
& ASSOCIATES


Gloria J. Holz
Legal Assistant to
Arthur D. Deckelman, Esq.

/gjh
Enclosures

FILED
98 JUN 22 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QNG-23-98

FILED
98 JUN 22 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE ARTIST'S DOLL GALLERY, INC.

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 ("Corporation") shall be:

THE ARTIST'S DOLL GALLERY, INC.

The street address of the principal office of the Corporation shall be 1247 Florida Avenue, Palm Harbor, Florida 34683, and the mailing address shall be the same.

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 this Corporation is authorized to issue is 100, all of which shall be Common Shares, having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The initial street address of the Corporation's registered office is 1247 Florida Avenue, Palm Harbor, Florida 34683. The initial registered agent for the Corporation at that address is JOHN PENCE.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold

office for the first year of the corporation, or until their successors are elected or appointed are:

<u>Name</u>	<u>Address</u>
JOHN PENCE President/Sec.	2021 - 20th Avenue Parkway Indian Rocks Beach, FL 34635
ARTHUR SUSSMAN Vice-Pres./Treas.	502 South Florida Avenue Tarpon Springs, FL 34689

ARTICLE VII. INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

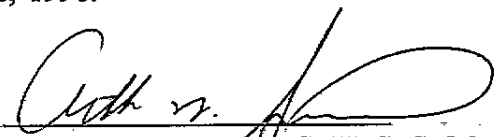
<u>Name</u>	<u>Address</u>
JOHN PENCE	2021 - 20th Avenue Parkway Indian Rocks Beach, FL 34635
ARTHUR SUSSMAN	502 South Florida Avenue Tarpon Springs, FL 34689

ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 19th day of June, 1998.


JOHN PENCE
President/Secretary


ARTHUR SUSSMAN
Vice-President/Treasurer

STATE OF FLORIDA)
 : ss
COUNTY OF PINELLAS)

BEFORE ME, personally appeared JOHN PENCE, President/Secretary and ARTHUR SUSSMAN, Vice-President/Treasurer, to me known, ~~or who presented~~ PERSONALLY as identification, who after being duly sworn, acknowledged that they have read the foregoing ARTICLES OF INCORPORATION, and that they subscribed to these ARTICLES OF INCORPORATION on the 19th day of June, 1998.

[SEAL]

Arthur D. Deckelman

NOTARY PUBLIC

Name: _____



My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE NAMING AGENT FOR UPON WHOM PROCESS
MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, **THE ARTIST'S DOLL GALLERY, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as 1247 Florida Avenue, Palm Harbor, Florida 34683, County of Pinellas, State of Florida, wishes **JOHN PENCE** as its agent, to accept service of process within this State.

ACKNOWLEDGEMENT:



Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office, and state that I am familiar with and accept the obligations of that position pursuant to Florida Statute §607.0501(3).


JOHN PENCE

STATE OF FLORIDA)
 : ss
COUNTY OF PINELLAS)

BEFORE ME, the undersigned officer, personally appeared JOHN PENCE, known to me to be the person whose name is subscribed to the instrument within and acknowledged that he executed same for the purposes contained therein.

WITNESS my hand and official seal in the County and State named above this 19th day of June, 1998.


NOTARY PUBLIC
Name: Arthur D Deckelman
My Commission  CC685158
Expires July 20, 2001

FILED
98 JUN 22 AM 10:35
TALLAHASSEE, FLORIDA
SECRETARY OF STATE