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JUDY'S DECORATIVE ARTS, INC.  
21850 North River Road  
Alva, Florida 33920

Judy Newell  
President

August 03, 1998

Florida Department of State  
Office of Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-08/12/98--01075--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

To whom it may concern,

Enclosed is our Articles of Incorporation for JUDY'S DECORATIVE ARTS, INC. an original and one copy. We have also enclosed our check in the amount of \$70.00 as the necessary fees for the filing of this corporation.

Thank you,

Judy Newell  
Judy Newell  
President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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8/14/98

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

JUDY'S DECORATIVE ARTS, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is JUDY'S DECORATIVE ARTS, INC.

ARTICLES II

Business

The general nature of this business of businesses to be transacted by this corporation is:

- (1) Retail and wholesale of handmade art pieces.
- (2) Open for any type of business the corporation deems to be profitable.

ARTICLE III

Capital Stock

The maximum number of shares of stock authorized to be issued by this corporation is 1,000 shares of capital stock of the par value of \$1.00 each, all of which shall have the same rights and privileges.

Each share of capital stock shall entitle the holder thereof to one vote at any stockholder's meeting and otherwise to participate in all such meetings and in the assets of the corporation. They shall be issued for such consideration as may be determined by the Board of Directors, which shall have a value at least equal to the full par value of such shares. They may be paid for in lawful money of the United State of America, or in property, labor, or services.

No holders of shares of any class of stock, now or hereafter authorized, shall have any right as such to purchase, subscribe for or otherwise acquire from the corporation any shares of its stock of any class or any securities convertible into shares of its stock, or any warrants or rights to subscribe for or purchase shares of its stock, whether now or hereafter authorized, except such rights as the Board of Directors in its absolute discretion may grant to such holders.

#### ARTICLE IV

##### Initial Capital

The corporation shall begin business with a paid-in capital of One Thousand Dollars (\$1,000.00).

#### ARTICLE V

##### Existence

The corporation shall have perpetual existence unless dissolved according to law.

## ARTICLE VI

### Principal Office

The initial street address of the principal office of the corporation in this State will be 21850 North River Road, Alva, Florida 33920. The Board of Directors may from time to time move the principal office to any other address in Florida and the corporation may have other offices, agencies, and branches at such places as may be determined by the Board of Directors.

Meetings of the stockholders and directors of the corporation, and the place or places for the holding of such meetings may be specified in the by-laws or by the Board of Directors.

## ARTICLE VII

### Board of Directors

The Board of Directors shall consist of not less than one nor more than three persons who shall be selected in the manner prescribed in the by-laws. The exact number of directors may be fixed by the by-laws or by the stockholders. Directors need not be stockholders of the corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their removal by the stockholders at any time with or without cause. the Board of Directors shall have complete charge of the business of the corporation and

shall have power to elect committees to the Board of Directors and to delegate to them, as well as to the officers of the corporation, such powers in the conduct of the corporation's business as may be deemed advisable. The Board of Directors shall have full power to specify the conditions upon which stock certificates shall be issued and to replace lost or destroyed certificates by a new issue.

The Board of Directors shall elect the officers of the corporation who shall consist of a President, Vice President, Secretary, and Treasurer and such other officers as the Board of Directors may deem advisable and shall determine the compensation of such officers, including those who may also be directors. None of these officers are required to be stockholders of the corporation. All such officers shall have such rank and tenure of office, powers, and other duties as may be prescribed by the by-laws of the Board of Directors by appropriate resolution.

#### ARTICLE VIII

##### Subscribers, Incorporators, and First Directors

The names and street addresses of the Subscribers, Incorporators, and First Members of the Board of Directors are:

- (1) Judy Newell  
21850 North River Road  
Alva, Florida 33920

## ARTICLE IX

### Conflict of Interest

No contract of other transaction between the corporation and any other corporation shall be effected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is or are a director or directors or officer or officers of such other corporation, and no contract or other transaction between the corporation and any other person or firm shall be effected or invalidated by the fact that any one or more directors of this corporation is a part to, or are parties to, or interested in such contract or transaction, provided that in each such case the nature and extent of the interest of such director or directors in such contract or other transaction or the fact that such director or directors is or are a director or directors or officer or officers of such other corporation is disclosed at the meeting of the Board of Directors at which such contract or other transaction is authorized.

## ARTICLE X

### Indemnification

The corporation shall indemnify every person who is serving as an officer, director, employee, or agent of the corporation, or at its

request, of any other corporation of which it is a stockholder or creditor and from which such person is not entitled to be indemnified, in the manner and to the full extent permitted by the Florida Statutes, subject to the limitations on and conditions of such indemnification, shall not effect any other rights to which such person may be entitled.

IN WITNESS WHEREOF , I have hereunto set my hand and seal  
this 3 day of August, 1998.

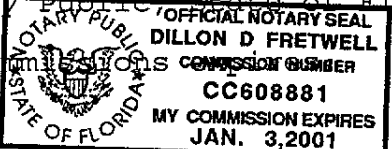
Judy Newell  
Judy Newell

STATE OF FLORIDA

COUNTY OF LEE

I HEREBY CERTIFY that before me, the undersigned authority,  
this day personally appeared Judy Newell to me known and known  
to me to be the person(s) described in and who subscribed to the  
forgoing Articles of Incorporation, and who acknowledged to me  
that they executed the same freely and voluntarily for the uses  
and purposes therein expressed.

WITNESS my hand and official seal at Fort Myers, Florida.  
This 3 day of August, 1998.

Dillon D. Fretwell  
Notary Public, State of Florida  
My commission commission number  
OFFICIAL NOTARY SEAL  
DILLON D. FRETWELL  
CC608881  
MY COMMISSION EXPIRES  
JAN. 3, 2001



FILED  
98 AUG 12 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

JUDY'S DECORATIVE ARTS, INC.

Desiring to organize upon the laws of the State of Florida,  
with its principal office, as indicated in the Articles of Incorporation in the City of Alva, County of Lee, State of Florida,  
has named Judy Newell located at 21850 North River Road, Alva,  
Florida 33920, City of Alva, County of Lee, State of Florida, as  
its agent to accept service of process within this state.

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Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with  
the provisions of said Act relative to keeping open said business.

By Judy Newell  
Judy Newell  
(Residing Agent)