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W. THOMAS COPELAND, P.A.

ATTORNEY AT LAW

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October 16, 1998

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

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-10/19/98--01018--012  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: The Artist Workshop & Design Gallery, Inc.

Dear Sirs:

I am enclosing herewith the original and one (1) copy of the Articles of Incorporation for THE ARTIST WORKSHOP & DESIGN GALLERY, INC. together with a check in the amount of \$122.50, representing the filing fee.

Kindly furnish this office with a confirmation copy indicating the filing date.

Thank you for your assistance in these matters.

Sincerely,

W. THOMAS COPELAND, P.A.

*W. Thomas Copeland*

W. Thomas Copeland

Signed in absence to  
avoid delay in mailing

WTC/kac  
encs.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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10-20  
WS

ARTICLES OF INCORPORATION

OF

THE ARTIST WORKSHOP & DESIGN GALLERY, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 19 AM 10:06

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

FIRST

The name of the Corporation is:

THE ARTIST WORKSHOP & DESIGN GALLERY, INC.

SECOND

The period of duration of the Corporation shall be perpetual.

THIRD

The purposes for which the Corporation is organized is for artistic services and supply sales or related activities, and to engage in any other activity or business permitted under the Laws of the United States of America and this State.

FOURTH

The aggregate number of shares that the Corporation shall have the authority to issue is One Thousand (1,000) shares of Capital Stock with a par value of One Dollar and 00/100 (\$1.00) per share.

Initial Issue: Five Hundred shares of the Capital Stock of the Corporation shall be issued for cash, inventory, goods and merchandise at a par value of One Dollar and 00/100 (\$1.00) per share.

Stated Capital: The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Dividends: The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

No Classes or Series of Stock: The shares of stock of the Corporation shall not be divided into classes or series.

**FIFTH**

The address of the initial principal office of the Corporation is:

1209 Neck Road  
Ponte Vedra Beach, Florida 32082

The mailing address of the Corporation is:

1209 Neck Road  
Ponte Vedra Beach, Florida 32082

**SIXTH**

The name of the initial Registered Agent is: W. THOMAS COPELAND, whose mailing address is:

421 North Third Street  
Jacksonville Beach, Florida 32250

**SEVENTH**

The initial Board of Directors shall consist of one (1) member who need not be a resident of the State of Florida nor Shareholder of the Corporation.

**EIGHTH**

The name and address of the person who shall serve as the initial Director until the first annual meeting of Shareholders, or until their successor(s) shall be elected and qualified, is as follows:

LYNN DEAN  
1209 Neck Road  
Ponte Vedra Beach, Florida 32082

**NINTH**

The name and address of the initial Incorporator is as follows:

LYNN DEAN  
1209 Neck Road  
Ponte Vedra Beach, Florida 32082

TENTH

The name and address of the person who shall serve as the Officer until the first annual meeting of Shareholders, or until his successor(s) have been elected and qualified, is as follows:

LYNN DEAN                      1209 Neck Road  
President/Secretary          Ponte Vedra Beach, Florida 32082

ELEVENTH

Majority consent of the issued stock of the Corporation shall be required for any Shareholder action.

TWELFTH

The Shareholders have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholder's meeting, with not less than a majority vote of the common stock.

THIRTEENTH

The holders of the common stock of this Corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this Corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder of all shares of common stock currently authorized and issued.

FOURTEENTH

The effective commencement date of this corporation shall be upon filing hereof.

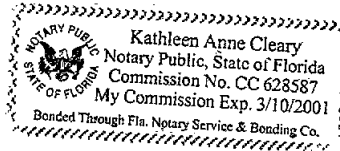
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Jacksonville Beach, Duval County, Florida, this 15 day of October, 1998.

  
\_\_\_\_\_  
LYNN DEAN  
Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

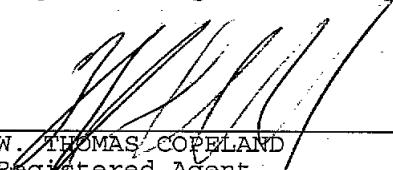
Sworn to and subscribed before me this 15 day of October,  
1998, by LYNN DEAN, who is personally known to me and who did take  
an oath.

  
\_\_\_\_\_  
Notary Public



**ACCEPTANCE**

I, the undersigned, being a citizen of Duval County, Florida,  
do hereby accept the designation of Registered Agent of the above-  
named Corporation.

  
\_\_\_\_\_  
W. THOMAS COPELAND  
Registered Agent  
421 North Third Street  
Jacksonville Beach, FL 32250

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 19 AM 10:06