

P98000091477



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 010206 4312129

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 78.75

ORDER DATE : October 27, 1998

ORDER TIME : 11:37 AM

ORDER NO. : 010206-005

CUSTOMER NO: 4312129

700002673607--7

CUSTOMER: Suzanna K. Bailey, Legal Asst  
DICKENSON MURDOCH REX & SLOAN,  
Suite 410  
980 North Federal Highway  
Boca Raton, FL 33432

DOMESTIC FILING

NAME: THEO WADDINGTON FINE ART  
INCORPORATED

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

10/27/98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 27 PM 2:39

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**ARTICLES OF INCORPORATION**  
**OF**  
**THEO WADDINGTON FINE ART INCORPORATED**

**ARTICLE I.**

**NAME**

The name of the corporation is:

**THEO WADDINGTON FINE ART INCORPORATED**

**ARTICLE II.**

**DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III.**

**PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV.**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is 608 Banyan Trail, Unit 113-A,  
Boca Raton, Florida 33431.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 608 Banyan Trail, Unit 113-A, Boca Raton, Florida 33431 and the name of the initial registered agent of this Corporation at that address is Theo Waddington.

ARTICLE VI.

BOARD OF DIRECTORS

This Corporation shall have one (1) director initially.

The number of directors may be increased or decreased from time to time by the By-Laws.

The name and address of the initial directors are:

Theo Waddington  
608 Banyan Trail  
Unit 113-A  
Boca Raton, Florida 33431

ARTICLE VII.

CAPITAL STOCK

This Corporation is authorized to issue SEVEN THOUSAND FIVE HUNDRED (7,500) shares of ONE DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Theo Waddington  
608 Banyan Trail  
Unit 113-A  
Boca Raton, Florida 33431

ARTICLE IX.

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporations Act.

ARTICLE X.

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XI.

ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XII.

INDEMNIFICATION


The Corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

ARTICLE XIII.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 day of October, 1998.

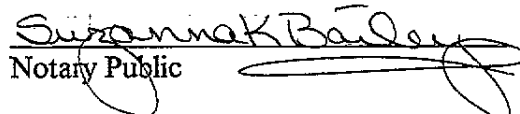
  
THEO WADDINGTON

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 21 day of October, 1998, by THEO WADDINGTON. He ☐ is personally known to me, or ☒ produced Florida Drivers License as identification.



Suzanna K. Bailey  
MY COMMISSION # CC734172 EXPIRES  
March 28, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

  
Notary Public

[SEAL]


Printed Name of Notary/Serial Number  
My Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned being named as Registered Agent to accept service of process of THEO WADDINGTON FINE ART INCORPORATED at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date: 21 day of October, 1998.

  
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THEO WADDINGTON.

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10/21/98