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Florida Secretary of State

Division of Incorporations

The Capital

Tallahassee, FL 32304

SUBJECT: Asha's Studio - Art and Frame, Inc.

Enclosed please find the original copy of the certificate of
incorporation for the above corporation. Also enclosed is a check
in the amount of \$78.75.

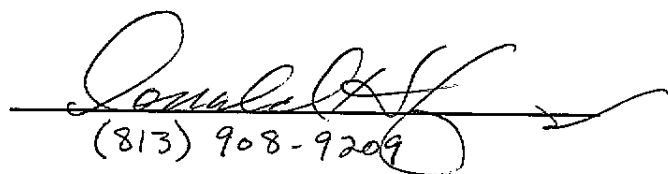
FROM: Donald H. Crosby

5331 Lake Le Clare Road

Lutz, FL 33549

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*****78.75 *****78.75

1-CC


(813) 908-9209

Donald H. Crosby GAVE
AUTHORIZATION BY PHONE TO
CORRECT art 10
DATE 11-2-98
DOC. EXAM BK

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F. CHESSER NOV 2 1998

ARTICLES OF INCORPORATION

- Profit Corporation -

The undersigned, desiring to form a corporation, for profit, does hereby state the following:

FIRST: The name of the corporation shall be:

Asha's Studio – Art and Frame, Inc.

SECOND: The place in the State of Florida where its principal office is to be located is:

5331 Lake Le Clare Road

Lutz, FL 33549

THIRD: The purpose for which this corporation is formed is to engage in any lawful act or activity.

The corporation initially intends to engage in the business of:

Retail Sales

FOURTH: The corporation shall have the authority to issue one class of stock. The classification and par value of each share shall be:

\$1.00

The number of shares which the corporation is authorized to have outstanding is:

10,000

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FIFTH: The name and post office address of each incorporator(s)
signing the Articles of Incorporation are as follows:

Donald H. Crosby 5331 Lake Le Clare Road, Lutz, FL 33549

Anita K. Crosby 5331 Lake Le Clare Road, Lutz, FL 33549

Asia E. Kaat 11041 Springridge Drive, Tampa, FL 33624

Duane A. Kaat 11041 Springridge Drive, Tampa, FL 33624

SIXTH: The name and post office address of the initial
Registered Agent for the corporation is:

Donald H. Crosby

5331 Lake Le Clare Road

Lutz, FL 33549

SEVENTH: The governing Board of this corporation shall be known
as its Directors. The Directors need not be Stockholders
of the corporation unless so required by the Bylaws. The
Board of Directors shall be elected by the Stockholders
at their annual meeting, or such other time as the
Bylaws may provide, and shall hold office until their
successors are respectively elected and qualified. The
Bylaws shall specify the number of Directors necessary
to constitute a quorum. The Board of Directors may, by
resolution(s) passed by a majority of the whole Board,
designate one or more committees which to the extent
provided in said resolution(s) or in the Bylaws shall
have and may exercise all powers of the Board of

Directors on the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be fixed to all papers which may require it; and such committee(s) shall have such name(s) as may be stated by the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such Officers as the Bylaws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this corporation or any article therein.

The number of Directors may from time to time be increased or decreased in such a manner as shall be provided by the Bylaws of this corporation, providing that the number of Directors conform to the Statutes of the Corporation Law of this state.

The initial Board of Directors shall consist of four (4) in number. The name(s) and post office address of each person(s) who are to serve as Director(s) until the first annual meeting of the Stockholders, or until their successor(s) are elected and qualified are:

Donald H. Crosby 5331 Lake Le Clare Road, Lutz, FL 33549

Anita K. Crosby 5331 Lake Le Clare Road, Lutz, FL 33549

Asia E. Kaat 11041 Springridge Drive, Tampa, FL 33624

Duane A. Kaat 11041 Springridge Drive, Tampa, FL 33624

EIGHTH: The private property of Shareholders, Directors,
Officers, employees, and/or Agents of the corporation
shall be forever exempt from all corporate debts of any
kind whatsoever.

NINTH: The fiscal year of the corporation shall be from January 1st
to December 31st each year.

TENTH: IN WITNESS THEREOF, I/WE HAVE SET MY/OUR HAND(S) THIS
27th day of October 1998.

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Donald H. Crosby

as incorporator and accepting the designation as registered agent
for Asha's Studio - Art and Frame, Inc.

Anita K. Crosby

Asia E. Kaat

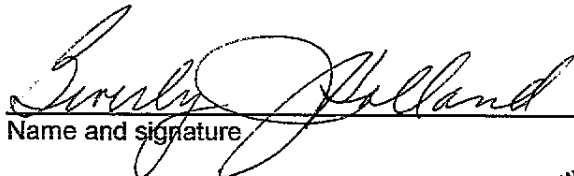
Duane A. Kaat

State of Florida
County of Pasco

On this day, before me, the undersigned authority, in and for
and residing in the above County and State, personally appeared
the Incorporators whose signatures appear above, are personally
known to me to be the same person(s) whose name(s) is/are
subscribed to the foregoing document, and, being duly sworn, they
verified that the information contained in the foregoing document
is true and correct on personal knowledge and acknowledged that
said document was signed as a free and voluntary act.

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Subscribed and sworn to this 27th day of October 1998.


Name and signature

My commission expires: _____

