



TAX AND CONSULTING SERVICE, INC.

ACCOUNTING • TAX PLANNING • PAYROLL • TAX PREPARATION • ESTATE PLANNING • IRS AUDITS

DOUGLAS D. ROCCA FORTE, J.D.
Member: California Bar • Accredited Tax Advisor

ADRIANE L. ROCCA FORTE, E.A.
Enrolled Agent • Member: NAEA, NATP

December 14, 1998

Florida Department of State
Division of Corporations
609 East Gaines Street
Tallahassee, Florida 32399

VIA AIRBORNE EXPRESS

Re: OLD WORLD FRAMES, INC.

Gentlemen:

300002714943--1
-12/17/98--01102--003
*****70.00 *****70.00

Enclosed are:

1. Original and one copy of Articles of Incorporation for the above named entity.
2. Check in the amount of \$70.00 for filing fees and Registered Agent designation.
3. Pre-paid Airborne Express Airbill and Envelope.

Please file the original Articles and return one copy with your filing verification in the Airborne Express package enclosed.

Thank you for your courtesy and special handling of these Articles. If you have any questions, please contact our office.

Sincerely,

ADRIANE L. ROCCA FORTE
For the Firm

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

The undersigned Incorporator, for the purpose of forming a corporation under the laws of The State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

OLD WORLD FRAMES, INC.

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TALLAHASSEE FLORIDA

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

**531 SUNSET BOULEVARD
MELBOURNE BEACH, FLORIDA 32951**

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding, at any one time, is:

ONE THOUSAND (1,000) SHARES

At No Dollar (\$0.00) Par Value.

All of said authorized shares of stock shall be of one class.

ARTICLE IV

The name and address of the initial Registered Agent of this corporation is:

**SUSAN DIETERLE
531 SUNSET BOULEVARD
MELBOURNE BEACH, FLORIDA 32951**

ARTICLE V

The general nature of the business and the objects and purposes proposed to be transacted and carried on by this corporation are:

To do any or all of the things permitted
or provided by the laws of The State of Florida
and to the extent permitted and provided by
said laws.

ARTICLE VI

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law. Every such amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved, at a shareholders meeting, by a majority of the shares entitled to vote thereon, unless all of said directors and all of said shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VII

The private property of the shareholders of this corporation shall not be subject to the payment of the debts of this corporation to any extent whatsoever. This corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness, of such shareholders, to this corporation.

ARTICLE VIII

The name and street address of the Incorporator and initial Director of the Corporation is:

**SUSAN DIETERLE
531 SUNSET BOULEVARD
MELBOURNE BEACH, FLORIDA 32951**

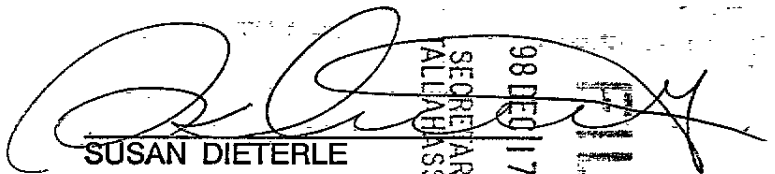
THE UNDERSIGNED INCORPORATOR has executed these Articles of Incorporation this 14 day of December, 1998.


SUSAN DIETERLE

ACKNOWLEDGEMENT

Having been named as the initial Registered Agent to accept service of process, at the place designated, for the above named corporation, in the foregoing Articles of Incorporation, I hereby accept this appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated December 14, 1998.


SUSAN DIETERLE
Registered Agent For
OLD WORLD FRAMES, INC.
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TALLAHASSEE, FLORIDA