

LAW OFFICES OF  
**CHIUMENTO, BRAUNSTEIN & EMERY, P.A.**

Michael D. Chiumento  
Richard Braunstein  
Ann-Margret Emery  
Jerome Rotenberg  
Robert Dodig

- of counsel -  
Mitchell A. Gordon

4 Old Kings Road North, Suite B  
Palm Coast, FL 32137  
(904) 445-8900  
Fax (904) 445-6702

December 30, 1998

400002715984--3  
-12/18/98--01062--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Attn: Carolyn Batten  
Document Specialist  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32301

Re: *Artists' Gallery Limited INC.*  
Our Account No: 98-807

**FILED**  
98 DEC 31 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation concerning Artists' Gallery, Inc. and your correspondence dated December 22, 1998, concerning the use of the name "Artists' Co-Op Gallery, Ltd. The firm's check in the amount of \$78.75 representing your filing fee was previously forwarded to you. If all is in order, kindly file the Articles and return a certified copy of same to the undersigned.

If you have any questions, please do not hesitate to call.

*Kristine Wolfe* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *copy name*  
DATE *12-31-98*  
Encl. *CB*  
DOC. EXAM *CB*

Sincerely,  
*Kristine M. Wolfe*  
Kristine M. Wolfe  
Secretary to Jerome Rotenberg

*CB*  
*12-31-98*  
*6*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 22, 1998

CHIUMENTO, BRAUNSTEIN & EMERY, P.A.  
KRISTINE M. WOLFE  
4 OLD KINGS RD., NORTH  
PALM COAST, FL 32137

SUBJECT: ARTISTS CO-OP GALLERY, LTD.  
Ref. Number: W98000028609

We have received your document for ARTISTS CO-OP GALLERY, LTD. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

No person doing business in this state shall be entitled to use the word "cooperative" as part of its corporate or other business name unless it has complied with the provisions of Chapter 617, 618, or 619, Florida Statutes.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

If you are going to use LTD. in your Corporate Name please spell the limited out and add the suffix.,

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten  
Document Specialist

Letter Number: 298A00060065

**FILED**  
98 DEC 31 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**of**  
**ARTISTS' GALLERY LIMITED, INC.**

The undersigned incorporators of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is:

**ARTISTS' GALLERY LIMITED, INC.**

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to operate an art gallery business; and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of

indebtedness created by any other corporation of the State of Florida or any other state or government, and as owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock with a no par value. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

### ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

### ARTICLE V. ADDRESS

The street address of the initial principal office of this corporation in the State of Florida is 1842-A South Ocean Shore Boulevard, Flagler Beach, FL 32136. The initial mailing address of this corporation is 1842-A South Ocean Shore Boulevard, Flagler Beach, FL 32136. The Board of Directors may, from time to time, move the principal office or mailing address to any other addresses in Florida.

### ARTICLE VI. DIRECTORS

The corporation shall have five directors initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the stockholders.

### ARTICLE VII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Audrey L. Rosen, President	56 Cochise Court, Palm Coast, FL 32137
Karin Stoeve, Vice President	13 Cleveland Court, Palm Coast, FL 32137
Eileen G. Mulgrew, Treasurer	2 Chesney Court, Palm Coast, FL 32137
Peter A. Cerreta, Secretary	28 Lago Vista Place, Palm Coast, FL 32164
Bernie Wray, Assistant Secretary	35 Barrington Drive, Palm Coast, FL 32137

**ARTICLE VIII. INCORPORATORS**

The name and post office address of each incorporator of these Articles of Incorporation is:

Name

Address

Audrey L. Rosen

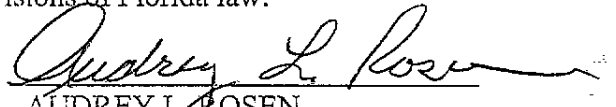
56 Cochise Court, Palm Coast, FL 32137

**ARTICLE IX. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

**ARTICLE X. REGISTERED AGENT AND OFFICE**

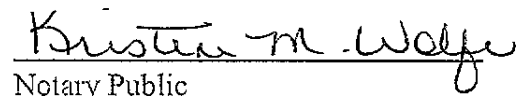
The registered agent and office for this corporation shall be Jerome Rotenberg, Esquire, 4 Old Kings Road North, Suite B, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation. The Registered Agent and office of the Corporation may be changed by the Corporation at anytime in accordance with the provisions of Florida law.

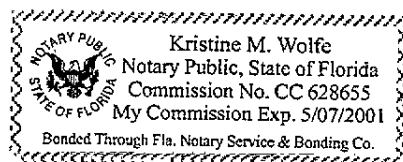
  
AUDREY L. ROSEN  
Incorporator

STATE OF FLORIDA  
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared AUDREY L. ROSEN, to me personally known to be the person described as incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation. Declarant produced fla. Drivers as identification and did not take an oath.

WITNESS my hand and official seal in the County and State named above this 30<sup>th</sup> day of December, 1998.

  
Notary Public  
My commission expires:

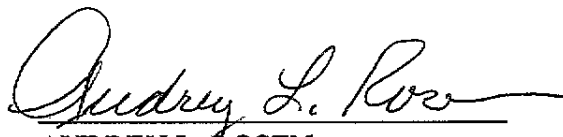


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

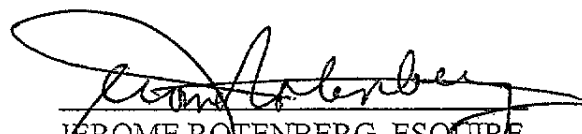
**FILED**  
98 DEC 31 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST: ARTIST! GALLERY LIMITED, INC. , DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS AT 1842-A SOUTH OCEAN SHORE BOULEVARD FLAGLER, BEACH, FL 32136,  
HAS NAMED JEROME ROTENBERG, ESQUIRE, 4 OLD KINGS ROAD NORTH, SUITE B,  
STATE OF FLORIDA, 32137 AS ITS REGISTERED AGENT AND OFFICER TO ACCEPT  
SERVICE OF PROCESS WITHIN FLORIDA.

  
AUDREY L. ROSEN  
DATE: 12/30, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

  
JEROME ROTENBERG, ESQUIRE  
REGISTERED AGENT  
DATE: 12/30, 1998