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January 5, 1999

VIA CERTIFIED MAIL TO:

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

EFFECTIVE DATE
1-1-99

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-01/11/99--01144--001
*****70.00 *****70.00

RE: SUTTON GALLERY, INC.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-captioned corporation, together with a check in the amount of \$70.00 representing the filing fee and registered agent fee.

If you have any questions regarding this matter, please contact our office.

Very truly yours,

HOVIS & BOYETTE, P.A.


Wade Boyette

FILED
99 JAN 11 AM 8:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

KWB/jcg

Enclosures

JAN 12 1999


ARTICLES OF INCORPORATION

of

SUTTON GALLERY, INC.

The undersigned natural person of legal age, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name and address of this corporation shall be: Sutton Gallery, Inc., 789 W. Montrose Street, Clermont, FL 34711.

ARTICLE II

Purposes

EFFECTIVE DATE

1-1-99

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV

Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator is:

NAME

ADDRESS

A. Katherine Sutton

789 W. Montrose Street
Clermont, FL 34711

The names and addresses of the Directors are:

NAME

ADDRESS

A. Katherine Sutton

789 W. Montrose Street
Clermont, FL 34711

S. Scott Sutton

789 W. Montrose Street
Clermont, FL 34711

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ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

ARTICLE VII
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII
Directors

A. The business of the corporation shall be managed initially by a board of two (2) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause

shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX Effective Date

The date that corporate existence shall begin shall be January 1, 1999. This election is made pursuant to Florida Statutes 607.0123.

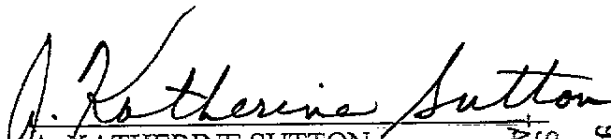
ARTICLE X Registered Office and Registered Agent

The address of the initial registered office of this corporation is 789 W. Montrose Street, Clermont, FL 34711. The name of the Registered Agent of this corporation is A. Katherine Sutton at the above office address.

ARTICLE XI Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

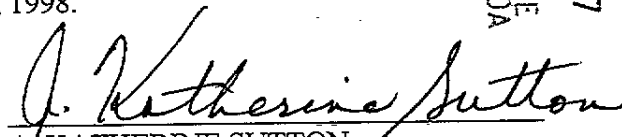
IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 28th day of December, 1998.


A. KATHERINE SUTTON

ACCEPTANCE

I hereby accept appointment as Registered Agent of SUTTON GALLERY,

Dated: December 28, 1998.


A. KATHERINE SUTTON

99 JAN 11 AM 8:47
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TALLAHASSEE FLORIDA

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