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WAYNE L. MARTIN, CPA  
71 Sunrise Ridge  
Florida, NY 10921  
(914) 651-0552

February 8, 1999

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-02/19/99--01039--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Dave Cutler Studio, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above corporation. Kindly file the original and return the copy marked "Filed" in the envelope provided. Also enclosed please find a check in the sum of \$78.75 to cover your fees.

If you have any questions, please do not hesitate to contact me at the above number and/or address.

Very truly yours,

  
WAYNE L. MARTIN CPA

encs.

FILED  
99 FEB 19 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I      NAME

The name of the coporation shall be: Dave Cutler Studio, Inc.

ARTICLE II      PRINCIPAL OFFICE

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

730 Nerita Street  
Sanibel, Florida 33957

ARTICLE III      SHARES

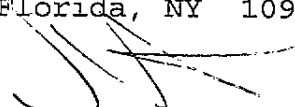
The number of shares of stock that this coporation is authorized to have outstanding at any one time is : 100 shares - no par value.

ARTICLE IV      INITIAL REGISTERED AGENT AND STREET ADDRESS


The name and Florida street address of the initial registered agent are: David Cutler, 730 Nerita Street, Sanibel, Florida 33957

ARTICLE V      INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are: Wayne L. Martin, C.P.A., 71 Sunrise Ridge, Florida, NY 10921

  
\_\_\_\_\_  
Wayne L. Martin, Incorporator      2/8/99  
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the 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.

  
\_\_\_\_\_  
David Cutler, Registered Agent      2/15/99  
Date:

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99 FEB 19 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA