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THE FRAME SHOP OF DEERFIELD BEACH, INC
823 A SE 8TH AVENUE
Deerfield Beach, Fla 33441

State of Fla
Division of Corporations
PO Box 6327
Tallahassee, Fla 32314

000002793340--7
-03/03/99--01058--002
*****70.00 *****70.00

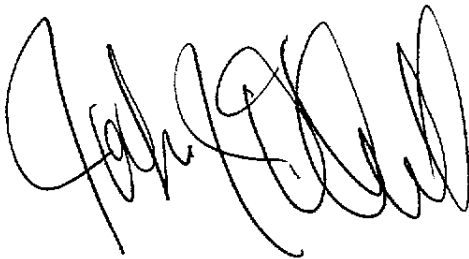
Dear Sir/Madam:

Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy and return the copy to me.

Also, enclosed is a check for \$70.00 covering the filing fee for the Articles of Incorporation and Registered Agent Designation Filing Fee.

If the corporation name is not available, please call us immediately. Thank you for your cooperation.

Sincerely,



John J. O'Connell
President

please mail back to us at the above address on letterhead.

FILED
99 MAR -3 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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THE FRAME SHOP OF DEERFIELD BEACH INC.

FILED
99 MAR -3 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be The Frame Shop of Deerfield Beach Inc. and the initial address of this corporation shall be 823 a SE 8th Avenue, Deerfield Beach, Fla 33441

ARTICLE II

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of shares Authorized	Par value per share	Class of
----- 100	----- \$1.00	----- Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 823 A, SE 8th Avenue , Deerfield Beach , Florida 33441, with the privilege of having its office and branch offices at the other places within or without the State of Florida. The initial registered agent at that address shall be John J. O'Connell.

ARTICLE VI

This corporation shall have one director initially. The name and street address of the initial director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

**John J. O'Connell
823 A SE 8th Avenue
Deerfield Beach, Fla 33441**

ARTICLE VII

The corporation shall have one officer initially. The name and street address of the initial officer who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

**John J. O'Connell
823 A SE 8th Avenue
Deerfield Beach, Florida 33441**

ARTICLE VIII

The name and address of the incorporator is John J. O'Connell

known to me or who has produced
and who did/did not take an oath.

as identification



NOTARY PUBLIC

My commission expires:

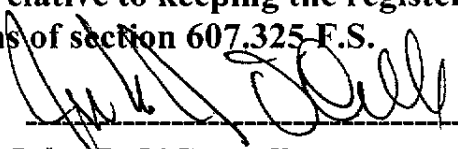
KANDEE BIREN
Notary Public, State of Florida
My Comm. Expires Oct. 12, 1999
No. CC 501670

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

In compliance with the laws of Florida, the following is submitted:

**First, that The Frame Shop Of Deerfield Beach Inc., desiring to organize
under the laws of the State of Florida, has named John J O'Connell, 823
A SE 8th Avenue, Deerfield Beach, Fla 33441 as its registered agent.**

**Having been named the statutory Registered Agent of the above
corporation at the place designated in this certificate, I hereby accept
the same and agree to act in this capacity, and agree to comply with the
provisions of Florida law relative to keeping the registered office open,
and I accept the obligations of section 607.325 F.S.**



**John J. O'Connell
Registered Agent**

Dated: This day of 1999

**The foregoing instrument was acknowledged before me this 23 day of
Feb. 1999 by John J. O'Connell, who is personally known to me
or who has produced license as identification and who did/did
not take an oath.**

KANDEE BIREN
Notary Public, State of Florida
My Comm. Expires Oct. 12, 1999
No. CC 501670
NOTARY PUBLIC
Kand

My commission expires:

FILED
99 MAR -3 AM 9:41
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TALLAHASSEE, FLORIDA