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Board Certified in Real Estate Law
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June 8, 1999

Florida Department of State
Secretary of State
Division of Corporations
P.O. Box 5588
Tallahassee, FL 32314

EFFECTIVE DATE
6-4-99

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-06/11/99--01054--005
***122.50 ***78.75

RE: Articles of Incorporation – Merrick Gallery, Inc.

Dear Department of State:

Enclosed please find the Articles of Incorporation for the above corporation together with a check in the amount of \$122.50 for filing fees. Please file accordingly.

If you have any questions, please give me a call. Thank you for your attention to this matter.

Sincerely yours,

**LAW OFFICES OF
GILBERT P. MACPHERSON, P.A.**



GILBERT P. MACPHERSON

FILED
99 JUN 11 PM 1:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

MERRICK GALLERY, INC.

EFFECTIVE DATE
6-4-99

FILED
99 JUN 11 PM 1:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

CORPORATE NAME. The name of this corporation is MERRICK GALLERY, INC.

ARTICLE II

EFFECTIVE DATE. The effective date of this corporation shall be June 4, 1999.

ARTICLE III

NATURE OF BUSINESS. The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK. The maximum number of shares of stock that this corporation is authorized to have on hand at any time is 10,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE V

TERM OF EXISTENCE. This corporation shall have perpetual existence.

ARTICLE VI

PRINCIPAL OFFICE AND MAILING ADDRESS. The corporation's principal office and mailing address is 330 Bush Drive N.E., St. Petersburg, FL 33605.

ARTICLE VII

REGISTERED AGENT, INITIAL REGISTERED OFFICE AND ADDRESS OF CORPORATION. The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be CYNTHIA H. WILLIAMS, 707 Spottis Wood Lane, Clearwater, FL 33756

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VIII

DIRECTORS. The corporation shall have no less than one (1) director nor more than nine (9). The number may be increased or decreased as may be authorized by the by-laws of this corporation. The number of directors constituting the initial Board of Directors shall be one (1).

ARTICLE IX

INITIAL DIRECTORS. The initial director of the corporation is:

Director	Address
CYNTHIA H. WILLIAMS	707 Spottis Wood Lane Clearwater, FL 33756

ARTICLE X

DIRECTORS QUORUM AND VOTING. A quorum of the Board of directors shall consist of not less than one third of the directors then serving as authorized by the Bylaws of the Corporation. Each director shall have one vote unless a director shall also be the holder of the majority of the issued and outstanding shares of stock in the Corporation, in which event, the number of votes which can be cast by said director shall be one vote greater than the total votes of the other directors.

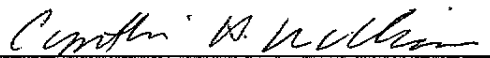
ARTICLE XI

INCORPORATORS. The name and street address of the person signing these Articles of Incorporation as the Incorporator is : Directors

Name	Address
CYNTHIA H. WILLIAMS	707 Spottis Wood Lane Clearwater, FL 33756


ARTICLE XI

AMENDMENT. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation is made.


CYNTHIA H. WILLIAMS
INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

I, CYNTHIA H. WILLIAMS, am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.

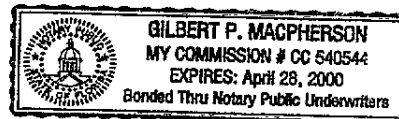

CYNTHIA H. WILLIAMS
Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public, personally appeared CYNTHIA H. WILLIAMS to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on June 4, 1999 and who is personally known to me or produced her Florida Drivers License for identification.


NOTARY PUBLIC

will.c30



FILED
99 JUN 11 PM 1:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA