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FILE  
99 JUL -6 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

June 25, 1999

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

Re: Fine Art Constructions, Inc.

300002923683--0  
-07/06/99--01101--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for Fine Art Constructions, Inc., together with the filing fee in the amount of \$70.00.

Please call me if you have questions concerning the enclosed.

Sincerely,

*Christine L. Macauley*

Christine L. Macauley  
Certified Legal Assistant

/cm  
Enclosures  
cc: Client

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ARTICLES OF INCORPORATION  
OF  
FINE ART CONSTRUCTIONS, INC.

FILED  
99 JUL -6 PM 5:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the charter of the corporation hereby organized.

ARTICLE I  
NAME

The name of the corporation shall be Fine Art Constructions, Inc.

ARTICLE II  
DURATION

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III  
PURPOSES AND POWERS

Section 1. This corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida General Corporation Act, as in effect from time to time.

Section 2. The corporation shall have all the powers set forth in the Florida General Corporation Act, as in effect from time to time, and including but not limited to the following powers:

(a) To construct, erect, repair and remodel buildings and structures of all types for itself and others and to manufacture, purchase or otherwise acquire; and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(b) To act as broker, agent or factor for any person, firm or corporation.

(c) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interests therein, and to own, hold, manage, develop, improve, equip, maintain and operate, and to sell, convey, exchange, lease or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interests therein.

(d) To borrow or raise money for any of the purposes of the corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and nonnegotiable instruments and evidences of indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge, creation of a security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(e) 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, security, or other evidences of indebtedness created by any other corporation of the state of Florida or any other

state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the corporation or business of a similar nature with any person, firm, corporation or business of a similar nature with any person, firm, corporation, association or syndicate or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.

(g) To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this corporation has the direct or incidental authority to pursue.

(h) To include in its Bylaws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its Shareholders. The manner and form as well as all relevant terms, conditions and details hereof shall be determined by the Shareholders of this corporation; provided, however, that no such regulatory or restrictive provision shall affect the rights of third parties without actual knowledge thereof, unless such provision shall be noted upon the certificate evidencing the ownership of said stock.

(i) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent,

contractor, broker or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and any part or parts of the world, at which meetings of directors may be held and all or any part of the corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions in the United States of America and in any foreign countries.

(j) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes of the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by law.

#### ARTICLE IV CAPITAL STOCK AND DIVIDENDS

The amount of capital stock authorized shall consist of one thousand (1,000) shares of common voting stock having a par value of One Dollar (\$1.00) per share payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the corporation at a just valuation to be fixed by the Board of Directors or the shareholders of this corporation. The capital stock of the corporation may at any time be increased or decreased as provided by the laws of Florida.

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable in either cash or in property solely out of the unreserved and unrestricted earned surplus of the corporation, and dividends payable in shares

of the capital stock of the corporation solely out of any unreserved and unrestricted surplus of the corporation, as provided by Florida Law.

**ARTICLE V**  
**SHARES NOT TO BE DIVIDED INTO CLASSES**

The shares of capital stock of the corporation are not to be divided into classes.

**ARTICLE VI**  
**NO SHARES ISSUED IN SERIES**

The shares of the capital stock of the corporation are not to be issued in series.

**ARTICLE VII**  
**INITIAL CORPORATE ADDRESS AND**  
**INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the corporation is 1430 Railhead Boulevard, No. 118, Naples, Florida 34110. The street address of the initial registered office of this corporation is 1430 Railhead Boulevard, No. 118, Naples, Florida 34110 and the name of the initial Registered Agent of the corporation at that address is Nancy Gifford.

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of directors may be either increased or decreased from time to time by action in accordance with the provisions of the Bylaws. The name and address of the initial Director of this corporation is:

Nancy Gifford  
11216 Tamiami Trail North, #334 PMB  
Naples, Florida 34110

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the Incorporator of this corporation is: Nancy Gifford, 11216  
Tamiami Trail North, #334 PMB, Naples, Florida 34110.

**ARTICLE X**  
**INDEMNIFICATION**

The corporation shall indemnify any officer, director or employee of the corporation, or any former officer, director or employee of the corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

**ARTICLE XI**  
**AMENDMENT**

Unless otherwise set forth herein, the corporation reserves the right, in accordance with the Florida General Corporation Act, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

**ARTICLE XII**  
**PROVISIONS FOR REGULATION OF THE**  
**INTERNAL AFFAIRS OF THE CORPORATION**

For the regulation of the business and for the conduct of the affairs of the corporation, to create, divide, limit and regulate the powers of the corporation, the Directors and the Shareholders, provision is made as follows:

(a) General authority is hereby conferred upon the Board of Directors of the corporation, except as the Shareholders may otherwise from time to time provide or direct, to fix

the consideration for which the shares of stock of the corporation shall be issued and disposed of, and to provide when and how such consideration shall be paid.

(b) Meetings of the Incorporators, of the Shareholders and of the Directors of the corporation, and for all purposes, may be held at any place, either inside or outside of the State of Florida.

(c) All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the corporate property shall be exercised by the Board of Directors, except as otherwise expressly provided by law.

(d) The Board of Directors shall have power from time to time to fix and determine and vary the amount of the working capital of the corporation and direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in, and in its discretion the Board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the corporation or shares of its own capital stock to such extent, in such manner and upon such terms as the Board of Directors may deem expedient.

(e) The Board of Directors shall have the power of fixing the compensation by way of salaries and/or bonuses, and/or pensions of the employees, the agents, the officers and directors, all or each of them, in such sum and for and amount as may seem reasonable in and by their discretion.

(f) The Board of Directors may designate from their number an executive committee which shall, for the time being, in the intervals between meetings of the Board and to the extent



provided by the Bylaws and authorized by law, exercise the powers of the Board of Directors in the management of the affairs and business of the corporation.

(g) Any one or more or all of the Directors may be removed, either with or without cause, at any time by the vote of the Shareholders holding a majority of the stock entitled to vote of the corporation at any special meeting, and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the Bylaws.

(h) Any officers of the corporation may be removed either with or without cause, at any time, by vote of a majority of the Board of Directors.

(i) No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors or officers of this corporation is or are interested in or is a director or officer or are directors or officers of such other corporation, nor shall such contract or other transaction be affected by the fact that the Directors or offices of the corporation are personally interested therein. Any Director or Directors, officer or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firm, association or corporation shall be affected or invalidated by the fact that any Director or Directors or officer or officers of this corporation is a party or are parties to, or interested in such contract, act or transaction or in any way connected with such person or persons, firm, association or corporation. Each and every person who may become a director or officer of this corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise

prevent him from contracting with the corporation for the benefit of himself or of any firm, association or corporation in which he may be interested.

(j) Subject always to bylaws made by the Shareholders, the Board of Directors may make bylaws and from time to time alter, amend or repeal any bylaws, but any bylaws made by the Board of Directors may be altered or repealed by the Shareholders.

### **ARTICLE XIII** **PREEMPTIVE STOCK RIGHTS**

(a) Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issued of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

(b) This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

(c) No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

(d) These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

IN WITNESS WHEREOF, the above-named incorporator has hereunto subscribed her name  
this 30 day of June , 1999.

  
\_\_\_\_\_  
Nancy Gifford, INCORPORATOR

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

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In compliance with Section 48.091, Florida Statutes, the following is submitted:

Fine Art Constructions, Inc., desiring to organize or qualify under the laws of the state of Florida, with its principal place of business at City of Naples, State of Florida, has named Nancy Gifford located at 1430 Railhead Boulevard, No. 118, Naples, Florida 34110, as its agent to accept service of process within Florida.

Signature Nancy Gifford  
Title: Incorporator  
Date: June 30, 1999

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.

Signature Nancy Gifford  
Nancy Gifford  
Date: June 30, 1999

99 JUL -6 PM 5:02  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA