

ARTICLES OF INCORPORATION
OF
BECKNER INTERNATIONAL, INC.

The undersigned subscribers to these Articles of Incorporation hereby subscribe to and form a corporation for profit under the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

ARTICLE I
NAME

The name of this corporation is BECKNER INTERNATIONAL, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of business to be conducted by this corporation shall be the wholesale and retail sales of objects of art; however, the corporation shall also have power to do all things that now are or may hereafter be allowed to corporations by the laws of Florida even though the existing law may hereafter be repealed.

ARTICLE III
DURATION

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue five hundred thousand shares (500,000) of Common stock, each having the par value of one cent (\$0.01) per share.

ARTICLE V
PRINCIPAL OFFICE

The initial street address of the principal office of this corporation is to be:

919-B S.E. 14th Street,
Cape Coral, FL 33990

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2454 Pretty Bayou Blvd., Panama City, Bay County, Florida 32405, and the name of the initial registered agent of this corporation at that address is Richard L., Whitsitt.

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one or more than five.

The name and address of the initial director of this corporation is:

Christopher P. Beckner
919-B 14th Street,
Cape Coral, FL 33990

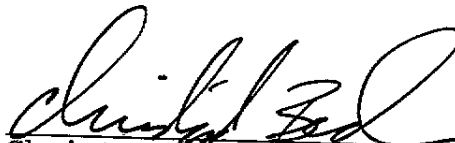
ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Christopher P. Beckner, 919-B 14th Street, Cape Coral, FL 33990.

ARTICLE IX
AMENDMENT OF ARTICLES


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 30th day of June, 1999.


(SEAL)
Christopher P. Beckner, Incorporator

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME personally appeared Christopher P. Beckner, to me well known, and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and after first being duly sworn and cautioned, states that he has read the foregoing and that he executed the same for the purposes therein expressed.


Richard L. Whitsitt, NOTARY PUBLIC




RICHARD L. WHITSITT
COMMISSION # CC760102
EXPIRES SEP 24, 2002
BONDED THROUGH
ADVANTAGE NOTARY

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
FOR
BECKNER INTERNATIONAL, INC.

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


That, BECKNER INTERNATIONAL, INC., desiring to organize and qualify under the laws of the State of Florida, with its principal place of business at 919-B S.E. 14th Street, Cape Coral, Lee County, Florida 33990 has named Richard L. Whitsitt, whose address is 2454 Pretty Bayou Blvd., Panama City, Bay County, Florida 32405, as its agent to accept service of process within Florida.

Dated this 30th day of June, 1999.


Christopher P. Beckner, Director

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME personally appeared Christopher P. Beckner, to me well known, who, after first being duly sworn and cautioned, states that he has read the foregoing and that it is true and correct to the best of his knowledge and belief and that he is signing the same as Director of BECKNER INTERNATIONAL, INC.


Richard L. Whitsitt, NOTARY PUBLIC



RICHARD L. WHITSITT
COMMISSION # CC760102
EXPIRES SEP 24, 2002
BONDED THROUGH
ADVANTAGE NOTARY

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
OF
BECKNER INTERNATIONAL, INC.

The undersigned employee of BECKNER INTERNATIONAL, INC, a corporation organized under the laws of the state of Florida, and having his principal place of business at 2454 Pretty Bayou Blvd, Panama City, Bay County, Florida 32405, on behalf of BECKNER INTERNATIONAL, INC., hereby accepts the designation by himself as the registered agent pursuant to Chapter 60, Florida Statutes.

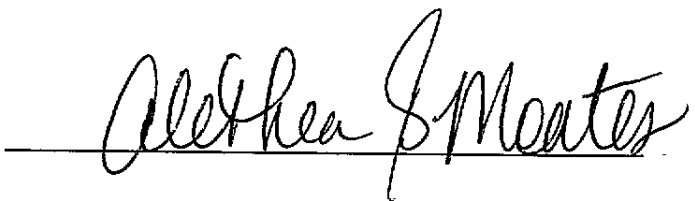
Dated this 30th day of June, 1999.


Richard L. Whitsitt

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 30th day of June, 1999, by Richard L Whitsitt who produced his Florida drivers license as identification, and who acknowledged that he executed the same for the purpose herein expressed.



ALETHEA S. MOATES
Notary Public - State of Florida
My Commission Expires Sept. 7, 2002
Commission No. CC 773341