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TRANSMITTAL LETTER

August 27, 1999

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

600002972956--7

-08/30/99-01031-002

SUBJECT: Incorporation of Beatty's *Art & Frame, Inc.*

****122.50 ****78.75

Enclosed is an original and one (1) copy of the articles of Incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee
Certified Copy
& Certificate

FROM: Scott C. Dixon, P.A.
550 E. Strawbridge Avenue, Suite C
Melbourne, Florida 32901
off# (407) 728-4939
fax# (407) 953-4798

NOTE: Please forward the original and one copy of the articles

99 AUG 30 PM 12: 20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

BEATTY'S *Art & Frame, Inc.*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE I

The corporate name for the corporation (hereinafter called the "corporation") is Beatty's *Art & Frame, Inc.*

ARTICLE II

The street address, wherever located, of the principal office of the corporation is:

502 N. River Oaks Drive

Indialantic, Florida 32903

The mailing address, wherever located, of the corporation is:

502 N. River Oaks Drive

Indialantic, Florida 32903

ARTICLE III

The number of shares that the corporation is authorized to issue is 7500, all of which are without par value and are of the same class and are Common shares.

ARTICLE IV

The street address of the initial registered office of the corporation in the State of Florida is: Scott C. Dixon, P.A. 550 East Strawbridge Avenue, Melbourne, Florida 32901

The name of the initial registered agent of the corporation at the said registered office is Scott C. Dixon.

ARTICLES OF INCORPORATION OF BEATTY'S *Art & Frame, Inc.*

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

ARTICLE V

The name and the address of the incorporator are:

Scott C. Dixon, 550 East Strawbridge Avenue, Suite C, Melbourne, Florida 32901

ARTICLE VI

The purpose for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

The operation of a gift and specialty store which shall sell frames, gifts, specialty items and other miscellaneous items.

In addition to the above purpose, the corporation shall have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

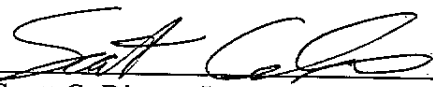
ARTICLE VII

The duration of the corporation shall be perpetual.

ARTICLE VIII

The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all expenses, liabilities, or other matters referred to in or covered by said provisions, and indemnification provided for herein shall not be deemed exclusive of any other rights to which

those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.



Scott C. Dixon, Incorporator

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, 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.



Scott C. Dixon, Registered Agent

August 27, 1999
Date

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TALLAHASSEE, FLORIDA