

P99000078592

THE LAW OFFICE OF  
NINA GIROUX MONROSE, ESQ.

5200 Central Avenue, St. Petersburg, FL 33707 PH: (727) 322-0061 Fax: (727) 323-4486

REAL ESTATE  
LANDLORD/TENANT

PROBATE  
WILLS & TRUSTS

August 31, 1999

Florida Department of State  
Division of Corporations  
**ATTENTION: BOBBIE COX**  
P.O. Box 6327  
Tallahassee, FL 32314

700002976677-4  
-09/02/99--01001--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Ms. Cox,

Please find enclosed a replacement check for the filing fee of Conversation Piece Design, Inc.

For your convenience, I have enclosed a self-addressed stamped envelope for the return of the check my client inadvertently made out to me instead of the Division of Corporations.

Thank you for your professionalism and attention to this matter.

Sincerely,



Nina G. Monroe, Esq.

NGM:ewm

FILED  
1999 SEP -2 PM 1:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9/2  
BC

**Articles of Incorporation-Profit**

ARTICLES OF INCORPORATION  
OF  
CONVERSATION PIECE DESIGN, INC.

FILED  
1999 SEP -2 PM 1:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I-NAME**

The name of this corporation is CONVERSATION PIECE DESIGN, INC.

**ARTICLE II-DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE III-PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

**ARTICLE IV-CAPITAL STOCK**

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

**ARTICLE V- SPECIAL PROVISION**

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance

**ARTICLE VI-PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE VII-RESTRICTED RIGHTS OF STOCK TRANSFER

The right of every shareholder to sell or transfer his/her stock is restricted. The existing shareholders shall have first right to purchase a pro-rata share of the stock offered for sale or transfer by any other shareholder. The value of the stock offered for sale or transfer shall be determined and set by the Board of Directors. Should any stockholder decline to exercise his or her right to purchase the stock offered for sale or transfer, his or her pro-rata share shall be offered to the remaining stockholders. If all the existing stockholders decline their right to purchase the stock offered for sale or transfer, then said stock may be sold at the discretion of the shareholder offering the stock for sale or transfer.

## ARTICLE VIII-INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is 6939 Stone's Throw Circle North, Suite 6201, St. Petersburg, FL 33710 and the address of the registered agent of the corporation is 6939 Stone's Throw Circle North, Suite 6201, St. Petersburg, FL 33710, and the name of the initial registered agent of this corporation at the address is Blaine E. Barden.

## ARTICLE IX-INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be increased or later decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than six. The name and address of the initial Board of Directors of the corporation is:

Blaine E. Barden, President  
6939 Stone's Throw Circle North, Suite 6201  
St. Petersburg, FL 33710

## ARTICLE X-INCORPORATORS

The name and address of the incorporator signing these articles is: Blaine E. Barden, 6939 Stone's Throw Circle North, Suite 6201, St. Petersburg, FL 33710.

## ARTICLE XI-INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by the law.

## ARTICLE XII-AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote to the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 25 day of August, 1999.

  
Blaine E. Barden, Incorporator

Certificate of Registered Agent

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

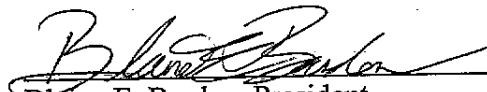
In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that CONVERSATION PIECE DESIGN, INC. desiring to organize or qualify under the laws of the State of Florida, with its principle place of business at 6939 Stones Throw Circle North, Suite 6201, St. Petersburg, Florida, designates as its agent, Blaine E. Barden, located at 6939 Stone's Throw Circle North, Suite 6201, St. Petersburg, Florida 33710 to accept service of process within Florida.

Dated: August 25, 1999.

  
Blaine E. Barden, President

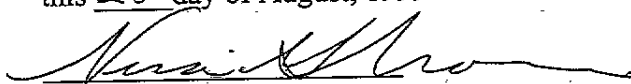
Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
Blaine E. Barden, President  
Registered Agent

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Blaine E. Barden, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledges before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above,  
this 25 day of August, 1999

  
NOTARY PUBLIC,

State of Florida  
at Large

My Commission expires:

NINA G. MONROSE  
Notary Public, State of Florida  
My comm. exp. Mar. 15, 2003  
Comm. No. CC817436

FILED  
1999 SEP -2 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA