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REED, GRIFFITH & MORAN  
ATTORNEYS AT LAW  
POST OFFICE DRAWER 10  
630 EAST OCEAN AVENUE  
BOYNTON BEACH, FLORIDA 33425

FILED  
99 SEP 13 PM 5:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
TELEPHONE: 561 732-8188  
561 737-1995  
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ROBERT B. REED  
JAMES J. MORAN

ROBERT F. GRIFFITH, JR.  
OF COUNSEL

September 7, 1999

600002984926--6  
-09/13/99--01063--019  
\*\*\*\*122.50 \*\*\*\*\*78.75

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

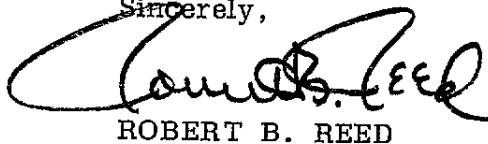
RE: THE WINN DOUBLEDAY GALLERY, INC.

To whom it may concern:

Enclosed herewith please find original and one (1) copy of Articles of Incorporation for THE WINN DOUBLEDAY GALLERY, INC., a Florida corporation, original Certificate Designating Place of Business and this firm's check in the amount of \$122.50.

Please file the Articles and Return a certified copy of the same to my office in the enclosed self-addressed, stamped envelope. Thank you for your assistance in this regard.

Sincerely,



ROBERT B. REED

/cw  
Enclosures

D. BROWN SEP 20 1999

ARTICLES OF INCORPORATION  
OF  
THE WINN DOUBLEDAY GALLERY, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is THE WINN DOUBLEDAY GALLERY, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

To buy, sell, import, export, and deal generally in photography, art, and any other instruments, articles, and publications relating to photography and art; and for the purpose of transacting any and all other lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue sixty (60) shares of no par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is

6711 North Ocean Boulevard, Unit 13, Ocean Ridge, Florida 33435

and the name of the initial registered agent of this corporation at that address is WINIFRED S. DOUBLEDAY.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) 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. The name and address of the initial director(s) of this corporation is:

NAME:

WINIFRED S. DOUBLEDAY

ADDRESS:

6711 North Ocean Boulevard  
Unit 13  
Ocean Ridge, FL 33435

ARTICLE VII - INCORPORATOR

The name and address of the person(s) signing these articles is:

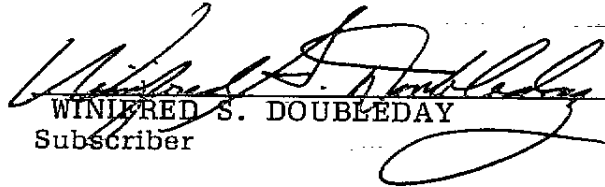
NAME:

WINIFRED S. DOUBLEDAY

ADDRESS:

6711 North Ocean Boulevard  
Unit 13  
Ocean Ridge, FL 33435

IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these  
Articles of Incorporation this 1st day of September, 1999.

  
WINIFRED S. DOUBLEDAY  
Subscriber

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, a notary public, authorized to take acknowledgments in the  
State of Florida, County of Palm Beach, personally appeared  
WINIFRED S. DOUBLEDAY, to me known to be the  
person who executed the foregoing Articles of Incorporation, or who produced  
personally known as identification, and she acknowledged before  
me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official  
seal, in the state and county aforesaid, this 1st day of September,  
1999.

  
NOTARY PUBLIC, State of Florida



Carol Wallace  
MY COMMISSION # CC844457 EXPIRES  
June 14, 2003  
BONDED THRU TROY FARM INSURANCE, INC.

(seal)

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

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

FIRST: -- That THE WINN DOUBLEDAY GALLERY, INC., desiring  
to organize or qualify under the Laws of the State of Florida, with its principal  
place of business at ~~XXXXX~~ The Town of Ocean Ridge  
State of Florida, has named WINIFRED S. DOUBLEDAY, located  
at 6711 North Ocean Boulevard, Unit 13, Ocean Ridge, Florida, Town  
of Ocean Ridge, State of Florida, as its Agent to accept service  
of process within Florida.

  
WINIFRED S. DOUBLEDAY

TITLE: President

DATE: September 1, 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.

  
WINIFRED S. DOUBLEDAY

Date: September 1, 1999

FILED  
SEP 13 AM 5:51  
CLERK OF STATE  
TALLAHASSEE, FLORIDA