

ROGERS, MORRIS & ZIEGLER

ATTORNEYS AT LAW

DWIGHT L. ROGERS (1886-1954)
JOHN E. MORRIS (1886-1955)
JOHN E. MORRIS, JR. (1920-1985)
DWIGHT L. ROGERS, JR.
ROBERT E. ZIEGLER
J. PATRICK DYAL
ROMNEY C. ROGERS*
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DANA ZIEGLER HOLDING
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VINCENT P. ANDREANO**

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**ALSO ADMITTED TO CALIFORNIA BAR

VICTORIA PARK CENTRE, SUITE 300
1401 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301

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P99000083800
September 17, 1999

CORPORATE RECORDS BUREAU

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

200002990912--2
-09/20/99--01074--004
*****70.00 *****70.00

Re: **MasterWorks, Inc.**

Dear Sir/Madam:

Enclosed please find original and executed copy of the Articles of Incorporation for MasterWorks, Inc. Further enclosed is our trust check payable to the Secretary of State in the amount of \$70.00 to cover the filing fee and registered agent designation. We **WILL NOT** require a certified copy of the Articles at this time.

Please return to our office a copy of the Articles as filed.

Thank you for your prompt attention to this matter.

Sincerely yours,

ROGERS, MORRIS & ZIEGLER



Romney C. Rogers

RCR/lzf
Encs.

FILED
99 SEP 20 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. GALLON CASE SEP 22 1999

ARTICLES OF INCORPORATION

OF

MasterWorks, Inc.

Article I - Name

The name of this corporation is: **MasterWorks, Inc.**

Article II - Duration

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue **One Thousand (1,000) shares of One (\$1.00) Dollar** par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, 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 VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is **912 East Broward Boulevard, Fort Lauderdale, Florida 33301**; and the name of the initial registered agent of this corporation at that address is: **STEPHEN A. KELLEY, 912 East Broward Boulevard, Fort Lauderdale, Florida 33301.**

FILED
99 SEP 20 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VII - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of initial Directors who shall hold office for the first year of existence of the corporation or until their successors have been elected and qualified are:

STEPHEN A. KELLEY
912 E. Broward Boulevard
Ft. Lauderdale, FL 33301

JANDA KELLEY
912 E. Broward Blvd.
Ft. Lauderdale, FL 33301

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is: **STEPHEN A. KELLEY, 912 East Broward Boulevard, Fort Lauderdale, Florida 33301.**

Article IX - Indemnification

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

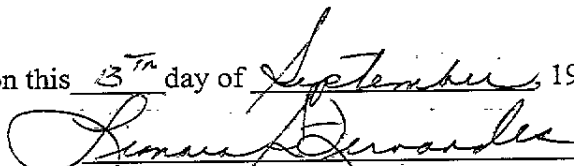
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of September, 1999.


STEPHEN A. KELLEY, Subscriber

STATE OF FLORIDA)
COUNTY OF BROWARD)

Before me, a Notary Public, appeared **STEPHEN A. KELLEY [X]** who is personally known to me or [] who has produced _____, upon which I relied as identification, and being known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes expressed therein.

WITNESS my hand and official seal on this 13th day of September, 1999.



Notary Public, State of Florida

My Commission Expires:

Print Name: _____

Commission No.: _____



Leonora S. Fernandes
MY COMMISSION # CC744291 EXPIRES
July 15, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

**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 **MasterWorks, Inc.** DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
912 East Broward Boulevard, Fort Lauderdale, Florida 33301, HAS NAMED **STEPHEN A.
KELLEY**, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

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.



STEPHEN A. KELLEY

DATED this 13th day of September, 1999.

FILED
99 SEP 20 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA