

PAULICH, SLACK & WOLFF, P.A.

Attorneys at Law

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99 OCT 21 PM 6:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 October 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-10/21/99--01062--011
*****70.00 *****70.00

Re: Tilting at Windmills Gallery, Inc.

Ladies/Gentlemen:

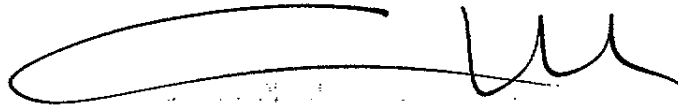
Please file the enclosed documents on behalf of Tilting at Windmills Gallery, Inc.:

1. Articles of Incorporation of Tilting at Windmills Gallery, Inc.;
2. Certificate of Designation of Registered Agent;
3. Check in the amount of \$70.00 payable the Division of Corporations representing the proper filing fee.

Please date stamp the enclosed copy and return it to this office. Thank you.

Very truly yours,

PAULICH, SLACK & WOLFF, P.A.



Casey Wolff

CW\mes
encs.

CASEY WOLFF

Admitted in Florida and Pennsylvania

801 Anchor Rode Drive, Suite 203 • Naples, Florida 34103
941-261-0544 • Fax 941-261-3849
E-mail: caseywolff@aol.com

D. BROWN OCT 22 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TILTING AT WINDMILLS GALLERY, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be:

TILTING AT WINDMILLS GALLERY, INC.

The principal place of business and mailing address of this corporation shall be:

26370 Hickory Boulevard
Suite 306
Bonita Springs, Florida 34134

ARTICLE II
NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock at \$.10 par value.

ARTICLE IV
REGISTERED AGENT

Initial registered office of the corporation shall be:

c/o Paulich, Slack & Wolff, P.A.
801 Anchor Rode Drive, Suite 203
Naples, Florida 34103

and the name of the initial registered agent shall be:

Casey Wolff, Esq.

ARTICLE V
EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series of that which he already holds, shall have the right to purchase his pro rata share, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VII
SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII
ELECTION OF SUBCHAPTER S

This corporation may elect subchapter S for taxation purposes upon consent of the

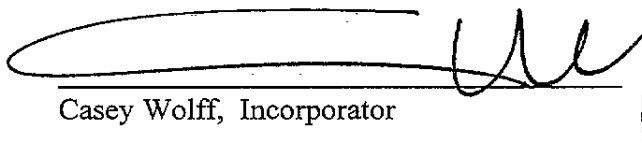
shareholders.

ARTICLE IX
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

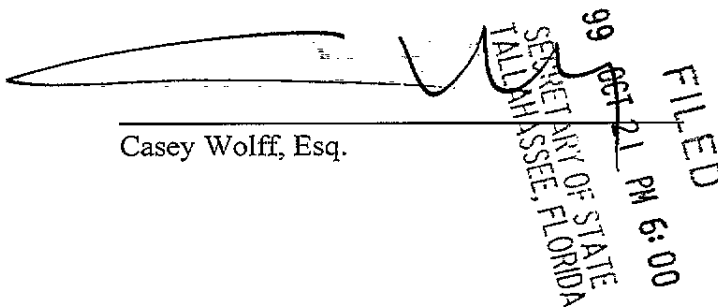
Casey Wolff, Esq.
Paulich, Slack & Wolff, P.A.
801 Anchor Rode Drive, Suite 203
Naples, Florida 34103

IN WITNESS WHEREOF, the undersigned has hereto set forth his hand and seal on this
18 day of Oct, 1999.



Casey Wolff, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF
INCORPORATION, 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, AND I ACCEPT THE
DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.



Casey Wolff, Esq.

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