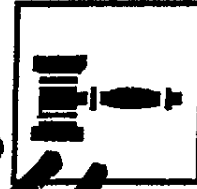


DOCUMENT TYPING SERVICE

2715 N. Cocoa Boulevard (U.S. 1)

Cocoa, Florida 32922

(407) 633-9353



November 18, 1999

Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

Re: ART'S CORNER INC.

800003051198--6
-11/22/99--01103--010
*****78.75 *****78.75

Gentleman/Madam:

Enclosed is an original and one copy of Articles of Incorporation for the above named Corporation. In addition, a check in the sum of \$ 78.75 which represents the following:

FILING FEE AND CERTIFICATE

Please file the original of the enclosed Articles of Incorporation and return the necessary paperwork to the undersigned.

Yours very truly,

Connie L. Embury
Connie L. Embury

FILED
99 NOV 22 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-29
WC

ARTICLES OF INCORPORATION
OF
ART'S CORNER INC.

FILED
99 NOV 22 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, INCORPORATORS, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be ART'S CORNER INC.

The principal place of business of this corporation shall be:

5605 North Highway #1, Cocoa, Florida 32926.

The mailing address for the corporation is: 1905 Country Club Drive, Titusville, Florida 32780.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:
One Hundred (100) shares at no par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, are:

SUSAN D. LESLIE
1905 Country Club Drive
Titusville, Florida 32780

LARRY BRADSHAW
1905 Country Club Drive
Titusville, Florida 32780


ARTICLE VI INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

SUSAN D. LESLIE
1905 Country Club Drive
Titusville, Florida 32780

LARRY BRADSHAW
1905 Country Club Drive
Titusville, Florida 32780

IN WITNESS WHEREOF, the undersigned incorporators has executed these Articles of Incorporation this 17 day of November, 19 99.


SUSAN D. LESLIE
Incorporator



LARRY BRADSHAW
Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation: ART'S CORNER INC.
2. The name and address of the registered agent and office is:
SUSAN D. LESLIE, 5605 North Highway #1, Cocoa, Florida 32926.


SUSAN D. LESLIE

Title: President.
Date: 11-17-99

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.


SUSAN D. LESLIE
Registered Agent:
Date: 11-17-99