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LLURIA FINE ARTS SERVICES, INC.

APPRAISALS • CONSULTATIONS • BROKERAGE

*Juan P. Lluria B.A.
Art Historian & Appraiser*

*Post Office Box 140735
Coral Gables, Florida 33114
Tel 305.446.6542
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Email: jplluria@bellsouth.net*

VIA POST

Tuesday, 24 July 2001

Secretary of State of Florida
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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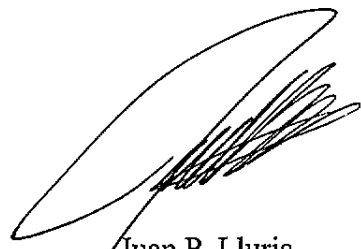
Dear Sirs,

Enclosed are my papers for the establishment of an "S" Corporation.

Also, find enclosed my cheque for \$122.50 to cover registration costs.

Please reply with a confirmation, a copy of the enclosed certified forms and any other papers you think I require.

Your servant,



Juan P. Lluria
Lluria Fine Arts Services, Inc.

Enclosures/ Forms and cheque

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
LLURIA FINE ART SERVICES, INC.

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

LLURIA FINE ART SERVICES, INC.

ARTICLE II

PRINCIPAL OFFICE

The initial principal office of the Corporation shall be:

349 Miracle Mile
Coral Gables, FL 33134

The mailing address of the Corporation shall be:

Post Office Box 140735
Coral Gables, FL 33114

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

- (1) Appraisal of fine arts and antiques.

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(2) Engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including the Emergency Powers included in §607.0303, Florida Statutes.

ARTICLE V

CAPITAL STOCK

(1) This corporation shall be authorized to have outstanding at any time a maximum of 6,000 shares of stock of the par value of \$1.00.

(2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) No stock in this corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The corporation, if it elects, or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

(4) Anything to the contrary notwithstanding, the original subscribers hereto shall, prior to issue of certificates therefor, have the right to assign their stock subscriptions without regard to the limitations on stock transfers contained in Section (3) above.

ARTICLE VI

REQUIRED CAPITAL

This corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII

DIRECTORS

(1) The business of this corporation shall be conducted by a Board of Directors consisting of one (1) or more Directors, who shall be elected in accordance with the By-Laws.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

NAME

Juan P. Lluria

ADDRESS

3617 Ponce de Leon Boulevard
First Floor
Coral Gables, FL 33134

ARTICLE IX

STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, LLURIA FINE ART SERVICES, INC., desiring to organize under the laws of the State of Florida has designated its initial registered office as 2900 S.W. 28th Terrace, 5th Floor, Miami, Miami-Dade County, Florida, and has named James M. McNeel as its initial Registered Agent who is located at such address.

ARTICLE X

SUBSCRIBERS

The names and residence addresses of the Subscribers to these Articles of Incorporation are as follows:

NAME

ADDRESS

Juan P. Lluria

3617 Ponce de Leon Boulevard
First Floor
Coral Gables, FL 33134

James M. McNeel

2900 S.W. 28th Terrace, 5th Floor
Miami, FL 33133

ARTICLE XI

SCOPE OF ARTICLES

The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this corporation.

WITNESS our hands and seals this 3 day of July, 2001.

JUAN P. LLURIA

(SEAL)

JAMES M. McNEEL

(SEAL)

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, the following named person, to wit: JUAN P. LLURIA, to me well known and known to me to be the individual of the name subscribed in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same as free and voluntary act and deed for the uses and purposes therein set forth and expressed. *FW*

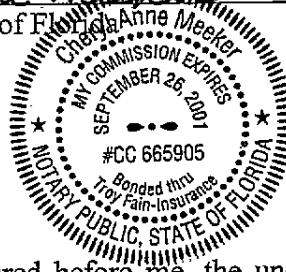
12 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this day of July, 2001.

Cheryl Anne Meeker

Notary Public, State of Florida

My Commission Expires:

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:



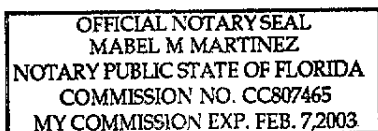
I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, the following named person, to wit: JAMES M. McNEEL, to me well known and known to me to be the individual of the name subscribed in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same as free and voluntary act and deed for the uses and purposes therein set forth and expressed.

3 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this day of July, 2001.

James M. McNeel

Notary Public, State of Florida

My Commission Expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for LLURIA FINE ART SERVICES, INC., at place designated in ARTICLE VII of the attached Articles of Incorporation, I hereby acknowledge that I am familiar with and accept the obligations of that position.


_____(SEAL)
JAMES M. McNEEL
Registered Agent

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TALLAHASSEE, FLORIDA