

1201 HAYS STREET
TALLAHASSEE, FL 32301
904 222-1977
904 222-1977

800-342-8086

PR50009889



ACCOUNT NO. : 072100000032

REFERENCE : 677920 80362A

AUTHORIZATION : *Patricia Pizette*

COST LIMIT : \$ 70.00

ORDER DATE : September 11, 1995

ORDER TIME : 4:34 PM

700001581977

ORDER NO. : 677920

CUSTOMER NO: 80362A

CUSTOMER: Mark Horn, Esq
MARK HORN, ESQ

Suite 211
18800 Northwest 2nd Avenue
Miami, FL 33169

DOMESTIC FILING

NAME: ART COLLECTORS INTERNATIONAL,
INC.

FILED
95 SEP 12 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

T. BROWN SEP 12 1995

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95 SEP 12 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ART COLLECTORS INTERNATIONAL, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ART COLLECTORS INTERNATIONAL, INC.

The address of the principal office of this corporation shall be 18800 Northwest 2nd Avenue, Suite 222, Miami, Florida 33169, and the mailing address of the corporation shall be the same.

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 5,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on September 11, 1995.

CORPORATION SERVICE COMPANY

By: Brian Skelly
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: _____

Its Agent, Gail Shelby

LRD/jlm

P95000069889

MIAMI, FLORIDA
 FEB 12 1996
Collectors
 INTERNATIONAL
 ONE #
 CORP. N.W. 2nd AVENUE
 SUITE 222
 MIAMI, FLORIDA 33169

500001714845
 -02/14/96--01067--015
 *****35.00 *****35.00
 Office Use Only

DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

FILED
 96 FEB 14 PM 12:57
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

2/19
 Jay Amend.

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

ART COLLECTORS INTERNATIONAL, INC.
(present name)

FILED
96 FEB 14 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE III. CAPITAL STOCK

(Amended to read as follows)

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE-HUNDRED MILLION (100,000,000) shares of common stock having no par value per share.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: February 12th, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 12TH of FEBRUARY, 19 96.

Signature

[Handwritten Signature]
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Harry Charles Basher
Typed or printed name

DIRECTOR, secretary / Treasurer
Title

P95000069889

Art
Collectors
INTERNATIONAL

18800 N.W. 2nd AVENUE # #
SUITE 222
MIAMI, FLORIDA 33169

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
*****35,000 *****35,000

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
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<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
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<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SH 7/2
 FILED
 96 JUL -5 AM 10: 25
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials

EFFECTIVE DATE
8-1-96

ARTICLES OF DISSOLUTION

FILED
96 JUL -5 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: ART COLLECTORS INTERNATIONAL, INC.

SECOND: The date dissolution was authorized: JULY 1ST, 1996
TO BE EFFECTIVE AUGUST 1ST, 1996.

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

_____ (voting group)

Signed this 2ND day of JULY, 19 96

Signature

(By the Chairman or Vice Chairman of the Board, President, or other officer)

STEVEN L. SIEGEL
(Typed or printed name)

Chairman of the Board
(Title)