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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 894054 10303A
AUTHORIZATION : *[Signature]*
COST LIMIT : \$122.50

ORDER DATE : March 25, 1996

ORDER TIME : 11:48 AM

ORDER NO. : 894054

400001758554

CUSTOMER NO: 10303A

CUSTOMER: Stephen Beiner, Esq
STEPHEN BEINER, ESQ

2000 Glades Road

Boca Raton, FL 33431

DOMESTIC FILING

NAME: ART CAPITAL INTERNATIONAL,
INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

RECEIVED
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DIVISION OF CORPORATION

KATHY H. MAR 27 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ART CAPITAL 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 CAPITAL INTERNATIONAL, INC.

The address of the principal office of this corporation shall be 2000 Glades Road, Suite 110, Boca Raton, Florida 33431, 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 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2000 Glades Road, Suite 110, Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is Stephen F. Beiner.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Barbara Koz Paley
Pres./Sec.

425 East 58th Street,
New York, New York 10022

ARTICLE VII. 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 March 26, 1996.

CORPORATION SERVICE COMPANY

By: *Dave Shelly*
Its Agent, Gail Shelby

HBD/dwl

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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 is: Art Capital International, Inc.

2. The name and address of the registered agent and office is:

STEPHEN F. BEINER, ESQ.

(Name)

2000 Glades Road Suite 110

(P.O. Box not acceptable)

Boca Raton, Florida 33431

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Stephen F. Beiner

(Signature)