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April 11, 1996

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Department of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, FL 32314

Re: Hamilton Fine Art & Auctions, Inc.

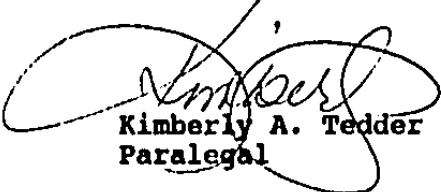
Dear Sir or Madam:

Enclosed you will find the original and one copy of the Articles of Incorporation for the above-referenced corporation as well as our check number 7950 in the amount of \$122.50 representing your filing fee.

Please file the original Articles and return a certified copy to this office in the pre-addressed and stamped envelope provided.

Thank you for your anticipated assistance. Should you have any questions or need anything further, please contact this office immediately.

Very truly yours,


Kimberly A. Tedder
Paralegal

KAT/ajc

Enclosures
cc: Ms. Janice Hamilton

FILED
96 APR 19 PM 12:28
DEPT. OF STATE
TALLAHASSEE, FLORIDA

B. BROWN APR 22 1996

ARTICLES OF INCORPORATION

OF

HAMILTON FINE ART & AUCTIONS, INC.

FILED
\$6 APR 19 PM 12:29
HAMILTON FINE ART & AUCTIONS, INC.
FLORIDA

ARTICLE I

The name of the Corporation shall be HAMILTON FINE ART & AUCTIONS, INC.

ARTICLE II
NATURE OF BUSINESS AND POWERS

The general purpose for which this Corporation is organized is to buy and sell art and to transact any or all business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III
AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 1,000 share of Common Stock have \$1.00 par value.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of the Corporation are as follows:

PRINCIPAL OFFICE - MAILING ADDRESS

105 Ryder Cup Circle, South
Palm Beach Gardens, FL 33418

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

105 Ryder Cup Circle, South
Palm Beach Gardens, FL 33418

The name of the initial registered agent of this Corporation at that address shall be:

Janice A. Hamilton

ARTICLE VII
DIRECTORS - NAMES AND STREET ADDRESSES

The name and address of the members of the first Board of Directors who shall hold office until her successors have been duly elected or appointed and have qualified are as follows:

President	Janice A. Hamilton 105 Ryder Cup Circle, South Palm Beach Gardens, FL 33418
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Vice-President	Same as above
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Secretary/Treasurer	Same as above
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ARTICLE IX
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

Janice A. Hamilton
105 Ryder Cup Circle, South
Palm Beach Gardens, FL 33418

ARTICLE X
SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificated therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribe these Articles of Incorporation at Palm Beach, Florida, for the uses and purposes aforesaid, this ____ day of April, 1996.

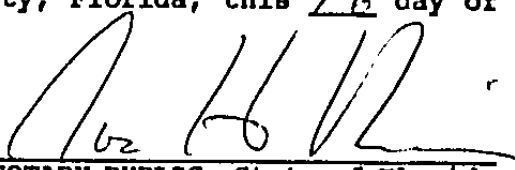

JANICE A. HAMILTON, Incorporator

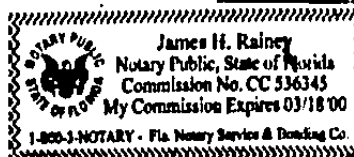
STATE OF FLORIDA,
COUNTY OF PALM BEACH.

Before me, the undersigned authority, personally appeared JANICE A. HAMILTON, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that she made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand official seal at Palm Beach, Palm Beach County, Florida, this 16 day of April, 1996.

(SEAL)


NOTARY PUBLIC, State of Florida
Printed Name: James H. RAINEY
My Commission Expires: _____
Commission Number: _____



DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT
OF

HAMILTON FINE ART & AUCTIONS, INC.

Pursuant to Section 48.091 and Chapter 607, Florida Statutes, HAMILTON FINE ART & AUCTIONS, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 205 Ryder Cup Circle, South, Palm Beach Gardens, Florida 33418, has named JANICE A. HAMILTON located thereat as its registered agent to accept service of process within this state.

By: *Janice A. Hamilton*
JANICE A. HAMILTON, Incorporator

Having been named as registered agent to accept service of process for the above-stated Corporation, at the location designated herein, I accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: *Janice A. Hamilton*
JANICE A. HAMILTON
Registered Agent