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TO: DIVISION OF CORPORATIONS

FROM: HODGSON, RUSS, ANDREWS, ET AL

DEPARTMENT OF STATE

2000 GLADES ROAD

STATE OF FLORIDA

SUITE 400

409 EAST GAINES STREET

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NAME: ARTWORLD INC

FAX AUDIT NUMBER: H95000010591

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HODGSON, RUSS, ANDREWS, WOODS & GOODYEAR

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(PRACTICE RESTRICTED TO U.S. LAW)
(800) 866-3061
FAX (800) 866-3049

September 21, 1995

VIA TELECOPY

Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32302

Dear Sir:

RE: Artworld Inc.

Attached please find the Application by Foreign Corporation for Authorization to Transact Business in Florida for Artworld Inc. Please charge our account and forward a certified copy to the undersigned.

Very truly yours,

Mary Fritze
Mary Fritze
Legal Assistant

Attachment

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WRITTEN CONSENT IN LIEU OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF
ARTWORLD INC.

The undersigned, being all of the Directors of ARTWORLD INC., a Canadian corporation, hereby consent that a Special Meeting of the Board of Directors of said corporation be dispensed with, for the purposes hereof, and hereby take the following action by written consent, pursuant to the provisions of the Canada Business Corporations Act, and adopt the following resolutions:

RESOLVED, that the Corporation shall qualify to transact business in the State of Florida; and be it further

RESOLVED, that the Corporation's name is not available for use in the State of Florida; and be it further

RESOLVED, that in the State of Florida, the Corporation shall be known as ARTWORLD OF SHERWAY INC.; and be it further

RESOLVED, that HRAWG Corp. shall serve as the Corporation's Registered Agent in the State of Florida; and be it further

RESOLVED, that the proper officers of the Corporation be, and they hereby are authorized and directed, in the name and on behalf of the Corporation, to execute, deliver and file all of the necessary documents and papers and to take all such other actions as each of them shall deem necessary or desirable for the purpose of effecting the qualification of the Corporation to transact business in the State of Florida.

DATED: September 23, 1995.

Kimberly Anne Beatrice Child

Janine Suzanne Child

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**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. ARTWORLD Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Ontario, Canada
(State or country under the law of which it is incorporated)
3. December 11, 1992 4. Perpetual
(Date of Incorporation) (Duration)
5. N/A
(Federal Employer Identification number, if applicable)
6. Upon filing
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 25 The West Mall, Etobicoke, Ontario, Canada M9C 1B8
(Current mailing address)
8. Purchasing art work
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Brian Child
Address: 45 Kingsbridge Garden Circle
Mississauga, Ontario, Canada L5R 3K4

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: THIS INSTRUMENT PREPARED BY:
Address: Larry Colman, Esq.
Hodgson, Russ, Andrews, Woods & Goodyear

H95000010591 2000 Glades Road, Suite 400
Boca Raton, FL 33431
Telephone: (407) 394-0500
Florida Bar No. 374891

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B. Officers:

President: Brian Child
 Address: 45 Kingsbridge Garden Circle
Mississauga, Ontario, Canada L5R 3K4

Vice President: _____
 Address: _____

Secretary: _____
 Address: _____

Treasurer: _____
 Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: HRWG Corp.
 Office Address: 2000 Glades Road, Suite 400
Boca Raton, Florida 33431
 Zip Code

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: HRWG Corp.
 BY: Larry Corman
 Larry Corman, Vice President

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. [Signature]
 (Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Brian Child, President
 (Name and Capacity of person signing application)

H950000010591

Ministry of
Consumer and
Commercial Relations

Business Division
Companies Branch
363 University Ave. Suite 200
Toronto ON M5G 2M2

Ministère de
la Consommation
et du Commerce

Division des affaires commerciales
Direction des compagnies
363 ave University (Toronto 200)
Toronto ON M5G 2M2



Certificate of Status Certificat de Statut Documentaire

This is to certify that according to the
records of the companies branch

Je certifie par les présentes que, conformément
aux dossiers de la Direction des compagnies,

ARTWORLD INC.

Ontario Corporation No.

Numéro matricule de la personne morale en Ontario

001010675

is a corporation incorporated, amalgamated or continued under the laws of
the Province of Ontario.

est constituée, fusionnée ou prorogée en vertu
des lois de la province de l'Ontario.

The corporation came into existence on La personne morale a été fondée le

DECEMBER 11 DECEMBRE, 1992

and has not been dissolved.

et n'a pas été dissoute.

*This Corporation has received a Notice
of Intention to Dissolve and is subject
to cancellation.*

*La société a reçu un Avis d'intention
de dissolution; elle est susceptible
d'être dissoute.*

Dated

Fait le

SEPTEMBER 13 SEPTEMBRE, 1995

Controller of Records
Contrôleur des dossiers

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SEP-21-95 THU 14:37 HODGSON RUSS ANDREW

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