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To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

Artsurge, LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Artsurge, LLC

Article II. Address

The Company's street and mailing address is:

Artsurge, LLC
Bernice Steinbaum Gallery
3550 North Miami Avenue
Miami FL 33137

Article III. Registered Agent

The name and street address of the Company's registered agent is:

Joanne R. Urquiola
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Joanne R. Urquiola | FL Bar Member 28990
Joanne R. Urquiola, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134
305-444-0440
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Article V. Management

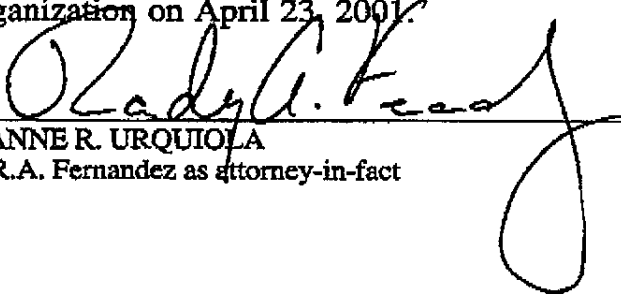
This will be a member-managed company. The name and address of each member is:

AARON BORENSTEIN
Bernice Steinbaum Gallery Miami FL 33137
JAIME WANCIER
Bernice Steinbaum Gallery Miami FL 33137
BERNICE STEINBAUM
Bernice Steinbaum Gallery Miami FL 33137
JEREMY STEINBAUM
Bernice Steinbaum Gallery Miami FL 33137

Article VI. Company Existence

The Company's existence shall begin effective as of April 23, 2001.

The undersigned authorized representative of a member executed these Articles of Organization on April 23, 2001.



JOANNE R. URQUIOLA
by R.A. Fernandez as attorney-in-fact

Joanne R. Urquiola | FL Bar Member 28990
Joanne R. Urquiola, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134
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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Artsurge, LLC

REGISTERED AGENT/OFFICE:

Joanne R. Urquiola
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


JOANNE R. URQUIOLA
by R.A. Fernandez as attorney-in-fact

Date: April 23, 2001

Joanne R. Urquiola | FL Bar Member 28990
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