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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-06/15/01--01058--005
****125.00 ****125.00

SUBJECT: DAVIS-KEIL FINE ART L.L.C.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: REGISTERED CORPORATE AGENTS INC
Name (Printed or typed)
612 S. GREENWOOD AVE
Address
CLEARWATER, FL 33756
City, State & Zip
727-447-9546
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUN 15 AM 10:40

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NOTE: Please provide the original and one copy of the articles.

ARTICLES OF ORGANIZATION

OF

DAVIS-KEIL FINE ART, L.L.C.,

a Florida Limited Liability Company

ARTICLE I

Name. The name of the Limited Liability Company is DAVIS-KEIL FINE ART, L.L.C.

ARTICLE II

Address. The mailing address and street address of the principal office of the Limited Liability Company is 305 Fifth Avenue South, Naples, Florida 34102.

ARTICLE III

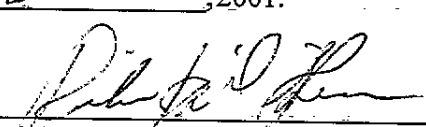
Registered Agent. The name and street address of the initial registered agent for service of process is Registered Corporate Agents, Inc., 612 S. Greenwood Avenue, Clearwater, Florida 33756.

ARTICLE IV

Management. The Limited Liability Company is to be a manager-managed limited Liability Company. The initial managers are as follows:

<u>Name</u>	<u>Street Address</u>	<u>City, State</u>	<u>Zip Code</u>
Richard K. Sherman	1124 North Hilldale Ave.	Los Angeles, CA	90069
Stephanie Sherman	1124 North Hilldale Ave.	Los Angeles, CA	90069

IN AFFIRMATION THEREOF, the facts stated above are true. These Articles of Organization are hereby executed as of this 10 day of June, 2001.


Richard Keil Sherman, Organizer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
OF DAVIS-KEIL FINE ART, L.L.C.,
a Florida Limited Liability Company**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: Davis-Keil Fine Art, L.L.C.
2. The name and address of the registered agent and office is:

Registered Corporate Agents, Inc.
612 S. Greenwood Avenue
Clearwater, FL 33756

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TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above stated limited liability company 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.

(Name)

RLB1 DGT

Dated: 6/14/01