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Florida Department of State
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To: Division of Corporations
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

gallery art holdings, llc

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - NAME:

The name of the Limited Liability Company is:

GALLERY ART HOLDINGS, LLC.

ARTICLE II - ADDRESS:

The mailing address and street address of the principal address of the Limited Liability Company is:

**4535 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33146**

**ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE, &
REGISTERED AGENT'S SIGNATURE:**

The name and the Florida street address of the registered agent is:

**CARLOS E. PADRON
VILA, PADRON & DIAZ, P.A.
2 ALHAMBRA PLAZA
Suite 860
Coral Gables, Florida 33134
Telephone: (305) 461-4888
Facsimile: (305) 461-0261**

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ARTICLE IV - MANAGEMENT

The Company is to be managed by: a manager or managers and the name(s) and address of such manager is:

**Harvey Hernandez
4535 Ponce De Leon Boulevard
Coral Gables, Florida 33146**

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be: new members may be admitted from time to time and upon such terms and conditions as shall be determined by a unanimous vote of the holders of all of the Membership Interests.

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ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right of the members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continual membership of a member in the Company shall be determined by a unanimous vote of the remaining holders of all the Membership Interests to continue to conduct the business of the Company under the Company's name.

Having been named as registered agent and 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 as provided for in Chapter 608, F.S.


CARLOS E. PADRON
REGISTERED AGENT

HARVEY HERNANDEZ
MANAGER

1/9/04
DATE

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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