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Account Number : 072720000142
Phone : (305)442-1567
Fax Number : (305)442-1227

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

BAXTER GALLERIES, INC.

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MICHAEL J. FREEMAN 305-442-1227

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Apr. 17, 2000

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ARTICLES OF INCORPORATION

OF

BAXTER GALLERIES, INC.

ARTICLE I

The name of this corporation is Baxter Galleries, Inc.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The general nature of the business to be transacted by this corporation is to engage in the wholesale and retail sale of art, permitted under the laws of the United States and the State of Florida. This corporation shall have the powers as enumerated in Section §607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

ARTICLE IV

The principal place of business for this corporation is 2525 SW 3rd Avenue, Suite 411A, Miami, Florida 33129-2043.

ARTICLE V

The mailing address of this corporation is 2525 SW 3rd Avenue, Suite 411A, Miami, Florida 33129-2043.

This document prepared by:
Michael J. Freeman, Esq.
153 Sevilla Avenue
Coral Gables, FL 33134
Florida Bar No: 155834
Tel: (305) 442-1567

ARTICLE VI

This corporation is authorized to issue 7,500 shares of \$1.00 par value common

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stock which shall be designated as "Common Shares".

ARTICLE VII

Every shareholder, upon the sale for cash or any new stock of this corporation, shall have the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address is:

M.J.F. REGISTERED AGENT CORP.
153 Sevilla Avenue
Coral Gables, Florida 33134

ARTICLE IX

The name and post office address of the directors of this corporation are:

Steven McCowan
2525 SW 3rd Avenue #411A
Miami, FL 33129-2043

Sandra McCowan
2525 SW 3rd Avenue #411A
Miami, FL 33129-2043

ARTICLE X

The corporation shall have two (2) directors initially. The number of directors may be increased from time to time in accordance with the By-Laws of the corporation adopted by the stockholders, but there shall always be at least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director or

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officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer. The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by him in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

ARTICLE XI

The name and address of the person signing these Articles is as follows:

Steven McCowan
2525 SW 3rd Avenue #411A
Miami, FL 33129-2043

ARTICLE XII

Shares held by the initial shareholder may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XIII

These Articles of Incorporation may be amended by manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the

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corporation sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the party hereto has hereunto set his hand and seal at Coral Gables, Miami-Dade County, Florida, the 13th day of April 2000.

BAXTER GALLERIES, INC.
a Florida corporation


Steven McCowan, Incorporator

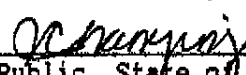
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME personally appeared STEVEN MCCOWAN, with knowledge that he is the incorporator in the foregoing Articles of Incorporation and that he acknowledged before me that he executed the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 13th day of April 2000.



My Commission GC908874
Expires February 08, 2004


Notary Public, State of Florida

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION §48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT BAXTER GALLERIES, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED M.J.F. REGISTERED AGENT CORP.,

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LOCATED AT 153 SEVILLA AVENUE, CITY OF CORAL GABLES, STATE OF FLORIDA, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

BAXTER GALLERIES, INC.
a Florida corporation

Steven McCowan
Steven McCowan, Incorporator



Juliet Chaning
My Commission CC900874
Expires February 08, 2004

Date: 13 April 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

M.J.F. REGISTERED AGENT CORP.

Michael J. Freeman
MICHAEL J. FREEMAN, President

Date: 2/14/2000

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TALLAHASSEE, FLORIDA

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