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ACCOUNT NO. : 072100000032

REFERENCE : 909734 4320229

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 28 PM 2:53

ORDER DATE : November 27, 2000

ORDER TIME : 10:34 AM

ORDER NO. : 909734-015

CUSTOMER NO: 4320229

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CUSTOMER: Ms. Ralphaelita Upshaw
Kilpatrick Stockton, LLP

Suite 2800
1100 Peachtree Street
Atlanta, GA 30309

DOMESTIC FILING

NAME: ANICA ART, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

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[Handwritten signature/initials]

ARTICLES OF INCORPORATION

OF

ANICA ART, INC.

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The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE I.

The corporate name for the corporation (hereinafter called the "corporation") is Anica Art, Inc.

ARTICLE II.

The street address, wherever located, of the principal office of the corporation is 9601 Collins Avenue, Bal Harbour, Florida 33154.

ARTICLE III.

The purpose of the Company shall be to invest in, acquire, manage, sell and exchange visual artworks including, but not limited to, paintings, sculptures and photographs.

ARTICLE IV.

The number of shares that the corporation is authorized to issue is 10,000, all of which are of a par value of \$.01 each and are the same class and are Common Shares.

ARTICLE V.

The street address of the registered office of the corporation is 9601 Collins Avenue, Miami-Dade County, Bal Harbour, Florida 33154. The name of the registered agent of the corporation at the registered office is Anita Shpilberg.

The written acceptance of the registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

ARTICLE VI.

The name and the address of the sole incorporator is:

Jason S. Bazar
Kilpatrick Stockton LLP
1100 Peachtree Street NE, Suite 2800
Atlanta, Georgia 30309

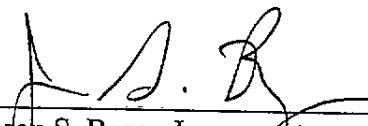
ARTICLE VII.

The duration of the corporation shall be perpetual.

ARTICLE VIII.

The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

IN WITNESS WHEREOF, the undersigned incorporator and registered agent of the corporation have executed these Articles of Incorporation on this 20th day of November, 2000.



Jason S. Bazar, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.


Anita Shpilberg

Date: November 20, 2000

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