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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. FRAGA FINE ARTS, INC.

(Corporation Name)

(Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
00 DEC 20 PM 12:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
00 DEC 20 AM 11:51
DEPARTMENT OF STATE
BUREAU OF CORPORATIONS
TALLAHASSEE, FLORIDA

12/20/00
Examiner's Initials

ARTICLES OF INCORPORATION

OF

FRAGA FINE ARTS, INC.

FILED
00 DEC 20 PM 12:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator (s) hereby forms the following corporation under the laws of the State of Florida:

ARTICLE I
NAME:

FRAGA FINE ARTS, INC.

ARTICLE II
PURPOSE:

The corporation is organized to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK:

The maximum number of shares of stocks which this corporation is authorized to issue is 7500 shares of \$ 1.00 par value, common stock. Said shares of stock may be issued only for a consideration having a fair value as may be determined by the board of directors.

ARTICLE IV
TERM OF EXISTENCE:

This corporation is to exist perpetually from the date these Articles are filed with the Department of State, subject to the laws of the State of Florida.

ARTICLE V
REGISTERED AGENT AND OFFICE:

This initial Registered Agent and the principal address of the initial Registered Office of this corporation shall be:

Lazaro Fraga
265-95-7660

1654 SW 8 St.
MIAMI, FL 33135

ARTICLE VI
DIRECTORS:

This corporation shall have one (1) director initially. The number of directors may be changed from time to time in accordance with by-law adopted by the directors, but the number shall never be less than one (1). The name and street address of the initial directors of the corporation are:

LAZARO FRAGA
1654 S.W. 8 STREET
Miami, Fl. 33135

ARTICLE VII
INCORPORATORS:

The name and street address of the incorporators are :

Lazaro Fraga, President / Treasurer
265-95-7660
809 Coral Way
Coral Gables, Fl 33134

Raquel Gonzalez, Secretary
261-93-0506
4141 S.W. 6 Street
Miami, Fl 33134

ARTICLE VIII
PREEMPTIVE RIGHTS:

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

ARTICLE IX
CUMULATIVE VOTING:

At each election for Directors, cumulative voting by shareholders as set forth in Florida Statutes, Chapter 607.097 (4) shall be allowed.

ARTICLE X
AMENDMENT:

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them

to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set its hands and seals this 19 day of December 2000.


LAZARO FRAGA

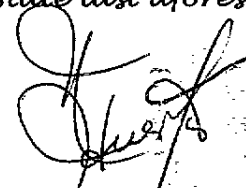

RAQUEL GONZALEZ

STATE OF FLORIDA {
COUNTY OF DADE { SS:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appear Lazaro Fraga as to me known to be the person (s) described in and executed the foregoing instrument and acknowledged before me that he executed the same.


WITNESS my hand and official seal in the County and State last aforesaid this 19 day of December 2000.




NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

ACCEPTANCE BY REGISTERED AGENT:

Having been named to accept service of process for the above named corporation, at the place designed in these Articles, I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091 Florida Statutes, relative to keeping open said offices.


LAZARO FRAGA
1654 SW 8 STREET
MIAMI, FL 33135

FILED
00 DEC 20 PM 12:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA