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TRANSMITTAL LETTER  
FILED

02 FEB 25 AM 8:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

SUBJECT: At Boca Art Gallery, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: At Boca Art Gallery, INC.  
Name (Printed or typed)

3401 N. Federal Hwy., Suite 102  
Address

Boca Raton, FL, 33431  
City, State & Zip

600005002206--4  
-02/26/02--01009--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

(561) 447-2933  
Daytime Telephone number

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

CB 2-27

**ARTICLES OF INCORPORATION  
of  
AT BOCA ART GALLERY, INC.**

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TALLAHASSEE, FLORIDA

In compliance with chapter 607 and/or chapter 621, F.S. (Profit)

**ARTICLE I  
CORPORATE NAME**

The name of this corporation shall be: AT BOCA ART GALLERY, INC.

**ARTICLE II  
PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

At Boca Art Gallery, Inc.  
3401 N. Federal Hwy. Suite 102  
Boca Raton, FL 33431

**ARTICLE III  
PURPOSE**

The purpose for which the corporation is organized is: The sales of Fine art, iron work and decorative products to the public, including retail and wholesale, Import and export, distribution and installation of such products, plus coffee and refreshments sales and to engage in any lawful activity of trade permitted by the laws of the state of Florida.

**ARTICLE IV  
SHARES**

The number of shares of stock is: 2000 shares of common stock, par value \$0.01 per share.

**ARTICLE V  
INITIAL OFFICER/BOARD OF DIRECTORS**

The street address of the corporation's initial officer and the name of its initial director at such address is:

Cecilia Betancur -President  
5194 Cortez Court  
Delray Beach, FL 33434

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time in accordance with the Bylaws of the Corporation. The election of the directors shall be done in accordance with the Bylaws.

#### **ARTICLE VI REGISTERED AGENT**

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

Cecilia Betancur  
5194 Cortez Court  
Delray Beach, FL 33434

#### **ARTICLE VII INCORPORATOR**

The name and address of the incorporator is:

Cecilia Betancur  
5194 Cortez Court  
Delray Beach, FL 33434

#### **ARTICLE VII LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

#### **ARTICLE VIII OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation

and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have no corporate seal.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

#### **Certification**

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge. Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Cecilia Betancur  
Cecilia Betancur/Registered Agent

2-19-02  
Date

Cecilia Betancur  
Cecilia Betancur/Incorporator

2-19-02  
Date