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TRANSMITTAL LETTER

02 APR -2 AM 11:57

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

300005182613--6
-04/02/02--01032--021
*****37.50 *****87.50

SUBJECT: GALERIA DE ARTE FLAGLER INC
(Proposed corporate name - must include suffix)

Enclosed is 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: GRANDE ACCOUNTING SERVICES
Name (Printed or typed)
876 NW 106 AVENUE
Address
MIAMI FL 33172
City, State & Zip
(786) 218-2613
Daytime Telephone number

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

GALERIA DE ARTE FLAGLER INC

ARTICLE I

NAME

The name of the corporation is GALERIA DE ARTE FLAGLER INC,
and the mailing address is: 2948 SW 38 Ct, Miami, Fl. 33134.

ARTICLE II

NATURE OF BUSINESS

This corporation is being formed for the following purposes:

To conduct any and all business activities permitted by the laws of the
State of Florida.

To generally have and exercise all powers, rights and privileges
necessary, suitable, convenient or proper for the accomplishment of any of the
purpose or the attainment of any or all of the objects thereinbefore enumerated
or incidental to the purposes and power herein named for the enhancement of
the value of the property of the corporation or which at any time appear
conductive there to or expedient.

ARTICLE III

TERMS OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in
accordance with the laws of the State of Florida. The date in which corporate
existence shall begin is the date on which these articles of incorporation are filed
with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares"

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2944 SW 38 Ct, Miami Fl 33134, and the initial registered agent of this corporation is Mr. Antonio D. Bacelo.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (2) Director initially. The number of directors may be either increased or diminished from time to time by-laws, but shall never be less than one (1). The name(s) and address(es) of the initial Director(s) of this corporation are:

Antonio D Bacelo

2944 SW 38 Ct
Miami Fl 33134

Fermin I. Bacelo

2944 SW 38 Ct
Miami Fl 33134

ARTICLE VII

OFFICERS

The officers of the Corporation shall be as follows:

Antonio D Bacelo

President/Secretary

Fermin I Bacelo

Vicepresident/Treasurer

ARTICLE VIII

AMENDMENTS AND BY-LAWS TO
ARTICLES OF INCORPORATION

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendments hereto and right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders of this Corporation.

ARTICLE IX

POWERS

This Corporation shall have all the Corporate Powers enumerated in the Florida General Corporation Act.

ARTICLE X

DIVIDENDS

Dividends payable in shares of any class may be paid to holders of shares of any other class

ARTICLE XI

INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, Officers, employees or agents or former Directors, Officers, employees or agents or any persons who may have served at its request as a Director, Officer, employee or agent or another corporation, partnership, joint venture, trust or any other enterprise in which it owns shares of capital stock or of which it is a creditor, to the fully extent permitted by law. Said indemnification shall included but not limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any such person or his legal representative may be made a party or may be threatened to be made party by reason of his being or having been a Director, Officer, employee or agent as therein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, Officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE XII

INCORPORATION

The name and address of the person signing these articles as incorporators is:

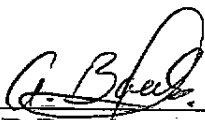
Antonio D Bacelo

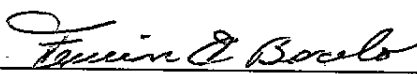
2944 SW 38 Ct
Miami Fl 33134

Fermin I Bacelo

2944 SW 38 Ct
Miami Fl 33134

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 28 day of MARCH of 2002.


Antonio D Bacelo


Fermin I Bacelo

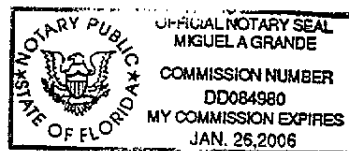
ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS
COUNTY OF MIAMIDADE)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Antonio D Bacelo and Fermin I Bacelo, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28 day of MARCH 2002.


Notary Public



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CERTIFICATE DESIGNATING REGISTERED AGENT


SECRETARY OF STATE
TALLAHASSEE FLORIDA

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted in compliance with said Act:

GALERIA DE ARTE FLAGLER INC, desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Certificate of Incorporation, at the City of Miami, County of MiamiDade, State of Florida, has named Antonio D Bacelo, with the address of 2944 SW 38 Ct, Miami Fl. 33134, as its agent to accept services of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.



Antonio D Bacelo
Registered Agent