

NAVAB GALLERY, INC.
210 BRAZILIAN AVENUE
PALM BEACH, FL 33480

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 632
TALLAHASSEE, FL 32311

PA 000113833

AUGUST 29, 2002

RE:

NAVAB GALLERY, INC.

000007478570-0

GENTLEMEN:

09/03/02-01073-005
***137.50 ***137.50

ENCLOSED ARE THE ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION,
AND THE CERTIFICATE OF DOMESTICATION, TOGETHER WITH A CHECK IN THE AMOUNT
OF \$137.50 REPRESENTING PAYMENT OF THE FOLLOWING FEES:

FILING FEE	\$35.00
CERTIFIED COPY OF ARTICLES OF INCORPORATION	\$8.75
REGISTERED AGENT DESIGNATION	\$35.00
CERTIFICATE OF STATUS	\$8.75
CERTIFICATE OF DOMESTICATION	\$50.00
AMOUNT ENCLOSED	\$137.50

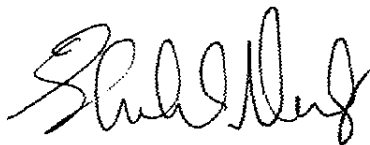
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DIVISION OF CORPORATIONS
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PLEASE ADDRESS ALL CORRESPONDENCE TO THE FOLLOWING ADDRESS UNTIL
FURTHER NOTICE:

NAVAB GALLERY, INC.
210 BRAZILIAN AVENUE
PALM BEACH, FL 33480

SINCERELY,



SHAHAB NAVAB
NAVAB GALLERY, INC.

T SMITH OCT 23 2002

WOT 25714
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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 5, 2002

NAVAB GALLERY, INC.
210 BRAZILIAN AVE
PALM BEACH, FL 33480

SUBJECT: NAVAB GALLERY, INC.
Ref. Number: W02000025714

We have received your document for NAVAB GALLERY, INC. and your check(s) totaling \$137.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist
New Filing Section

Letter Number: 102A00051188

CERTIFICATE OF DOMESTICATION

The undersigned, Shahab Navab, President
(Name) (Title)

of Navab Gallery, inc. a foreign Corporation.
(Corporation Name)

in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was September 25 1992
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was New York, New York
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Navab Gallery, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Navab Gallery, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was New York, New York
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President of Navab Gallery, Inc.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 10 day of October 2002


(Authorized Signature)

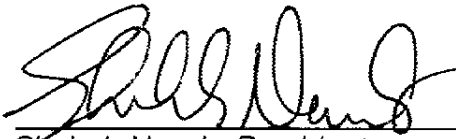
Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

STATEMENT OF NON-REVOCATION

This is to affirm that I will not revoke the Articles of Dissolution of

NAVAB GALLERY, INC.

which was formed under the Articles of Incorporation filed on April 29, 2002.



Shahab Navab, President
Navab Gallery

10/10/02
Date

STATE OF FLORIDA)

SS

COUNTY OF PALM BEACH)

before me, a Notary Public authorized to take acknowledgements in the
State and County set forth above, personally appeared
Shahab Navab

known to me and known to be the person(s) who executed the foregoing
Statement of Non-Revocation, and who acknowledged before me that
he executed this Statement of Non-Revocation.

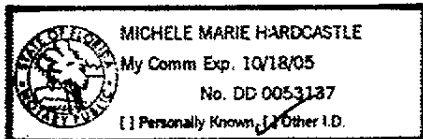
IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the October
State and County aforesaid, this 15th day of September, 2002.

(Notary Seal)



(Notary Public, State of Florida at Large)

My commission expires: 10/18/05



ARTICLES OF INCORPORATION
of
NAVAB GALLERY, INC.

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I – Corporation Name

The name of the corporation is:

NAVAB GALLERY, INC.

ARTICLE II – Mailing Address

The mailing address of the Corporation is

210 BRAZILIAN AVENUE
PALM BEACH, FL 33480

ARTICLE III – Duration

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE IV – Purpose

This corporation is organized for the purpose of engaging in any activities or business permitted now or hereafter conferred by the laws of the United States of America and the State of Florida.

ARTICLE V – Capital Stock

The corporation is authorized to issue One Thousand shares (1,000)
of one cent (\$0.01) par value Common Stock, which shall be
designated "Common Shares."

ARTICLE VI – 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 pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

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DIVISION OF CORPORATIONS

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ARTICLE VII – Initial Registered Office and Agent

The name and street address of the Initial Registered Agent of this Corporation is:

Robert W. Slater
214 Brazilian Avenue #260
Palm Beach Florida 33480

ARTICLE VIII – Initial Board of Directors

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation is as follows:

Shahab Navab
210 Brazilian Avenue
Palm Beach Florida 33480

ARTICLE IX – By-Laws

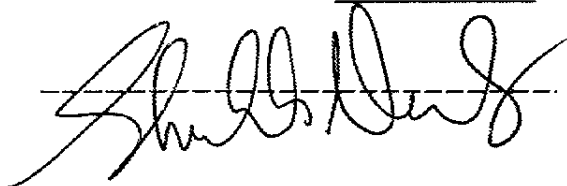
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X – Incorporator

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

Shahab Navab
210 Brazilian Avenue
Palm Beach Florida 33480

IN WITNESS WHEREOF, the undersigned subscriber has executed these ^{October} ~~September~~ 10 day of September, 2002.

 (Seal)

STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS

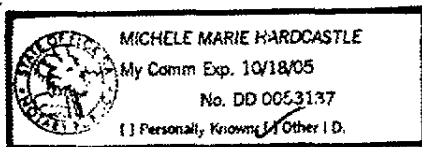
before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared
Shahab Navab
known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 15th day of September, 2002.

(Notary Seal)

Michelle Marie Hardcastle
(Notary Public, State of Florida at Large)

My commission expires: 10/18/05



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

The name of the Corporation is:

NAVAB GALLERY, INC.

In accordance with Florida Statutes Sections 48.091 the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

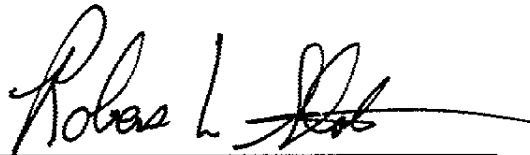
214 Brazilian Avenue #260
Palm Beach, Fl 33480

has named Robert W. Slater

located at the above address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office, and further state I am familiar with and accept the obligations of my position as registered agent.



Registered Agent

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