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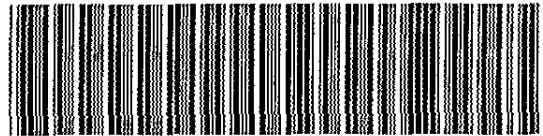
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-21-03

LAW OFFICES
THOMAS J. WOOLLEY, JR.
PROFESSIONAL ASSOCIATION
FIRST FINANCIAL PLAZA, SUITE 408
639 EAST OCEAN AVENUE
BOYNTON BEACH, FLORIDA 33435

MAILING ADDRESS:
POST OFFICE BOX 1457
BOYNTON BEACH, FLORIDA 33425

TELEPHONE (561) 737-4818
TELECOPIER (561) 737-4819

January 10, 2003

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

RE: Palm Beach Fine Art and Antique Fair, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation together with my check in the amount of \$70.00 representing the filing fee.

After filing, please forward to my office a copy of the Articles of Incorporation in the envelope provided.

Thank you in advance for your prompt attention to this matter.

Very truly yours,



Thomas J. Woolley, Jr.

TJW/ah

Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

PALM BEACH FINE ART AND ANTIQUE FAIR, INC.

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is **PALM BEACH FINE ART AND ANTIQUE FAIR, INC.**

ARTICLE II - DURATION

This corporation is to exist perpetually commencing at the time of filing the Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting all business which may be permitted under the laws of the State of Florida and approved by the Board of Directors.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares common stock at \$10.00 par value.

ARTICLE V - 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 the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 639 East Ocean Avenue, Suite 408, Boynton Beach, Florida 33435. The name of the initial registered agent of this corporation is THOMAS J. WOOLLEY, JR. The principal office and/or mailing address of the corporation is 6600 North Andrews Avenue, Suite 160, Ft. Lauderdale, Florida 33309.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors 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) director.

The names and addresses of the initial directors of this corporation are:

James C. Hilliard
6600 North Andrews Avenue, Suite 160
Ft. Lauderdale, FL 33309

Kevin M. Looney
6600 North Andrews Avenue, Suite 160
Ft. Lauderdale, FL 33309

VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Richard C. Hindes
6600 North Andrews Avenue, Suite 160
Ft. Lauderdale, FL 33309

ARTICLE IX - BY-LAWS

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of January, 2003.



RICHARD C. HINDES

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

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03 JAN 14 AM 10: 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that **PALM BEACH FINE ART AND ANTIQUE FAIR, INC.** desires to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Ft. Lauderdale, County of Broward, has named Thomas J. Woolley, Jr., 639 East Ocean Avenue, Suite 408, Boynton Beach, FL 33435, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


THOMAS J. WOOLLEY, JR.