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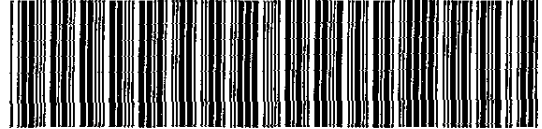
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TALLAHASSEE, FLORIDA

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Landis & Mallinger, P.L.

Attorneys at Law

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DANIEL M. LANDIS
MARTIN R. MALLINGER

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(561) 391-5676
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February 3, 2003

VIA UPS NEXT DAY AIR

New Filing Section
Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee FL 32314

RE: CROSS COUNTRY FINE ART, INC.

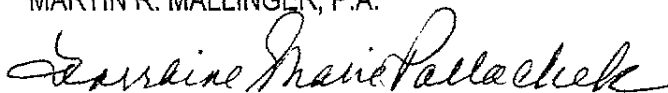
Dear Sir or Madam:

Enclosed herewith please find the original, executed Articles of Incorporation for the above-referenced Florida corporation and our check in the amount of \$78.75, representing the filing fee for same and the cost of a certified copy thereof. Please process the enclosures at your earliest convenience and forward a certified copy of the filed articles to the undersigned in the envelope provided.

Thank you for your anticipated attention to the foregoing. Please feel free to contact Mr. Mallinger or the undersigned should you have any questions.

Very truly yours,

MARTIN R. MALLINGER, P.A.



Lorraine Marie Pollachek
Secretary to Martin R. Mallinger

/imp
Encl.
(RUBIN\CROSSCOUNTRYFINEART\SECRETARYOFSTATE01)

FILED
03 FEB -5 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CROSS COUNTRY FINE ART, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be CROSS COUNTRY FINE ART, INC. The principal place of business of the corporation shall be 1121 Holland Drive, Suite 16, Boca Raton, FL 33487.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be Compson Financial Center, Suite 302, 980 North Federal Highway, Boca Raton, FL 33432-2704, and the name of the initial registered agent of the corporation at that address is MARTIN R. MALLINGER.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have initially two (2) directors. The names and street addresses of the initial members of the Board of Directors are: WALTER H. RUBIN, 1121 Holland Drive, Suite 16, Boca Raton, FL 33487; and LUCILLE RUBIN, 1121 Holland Drive, Suite 16, Boca Raton, FL 33487.

ARTICLE VII. OFFICERS

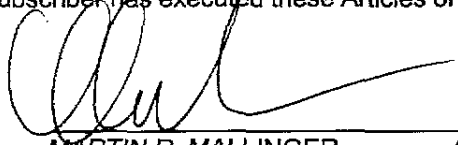
The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are: WALTER H. RUBIN, President, 1121 Holland Drive, Suite 16, Boca Raton, FL 33487; and LUCILLE RUBIN, Vice President, Secretary, Treasurer,

1121 Holland Drive, Suite 16, Boca Raton, FL 33487.

ARTICLE X. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is MARTIN R. MALLINGER, of Landis & Mallinger, P.L., Compson Financial Center, Suite 302, 980 North Federal Highway, Boca Raton, FL 33432-2704.

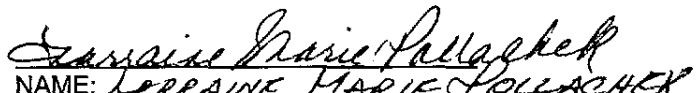
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of February, 2003.


MARTIN R. MALLINGER (SEAL)

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements and administer oaths, personally appeared MARTIN R. MALLINGER, to me personally known or who produced a valid Florida driver's license as identification and to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes expressed therein.

WITNESS my hand and official seal in the State and County last aforesaid this 3rd day of February, 2003.

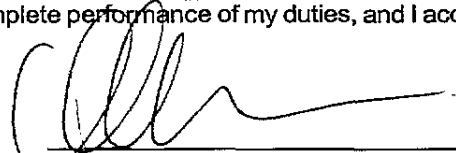

NAME: LORRAINE MARIE POLLACHEK
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
COMMISSION NO. _____
MY COMMISSION EXPIRES _____



Lorraine Marie Pollachek
Commission # CC 932632
Expires April 30, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.


MARTIN R. MALLINGER
REGISTERED AGENT
DATE: February 3, 2003