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10/10/03

5 May 2003

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399
Tel 904-487-6052

Re: The Gallery Loft, Inc.

Dear Division of Corporations:

Enclosed please find one original and one copy of the Articles of Incorporation for the above named corporation and a check in the amount of \$78.75 made payable to the Secretary of State. The check represents the following:

\$35.00	Filing Fee
\$35.00	Registered Agent Designation
<u>\$8.75</u>	<u>Certified Copy</u>
\$78.75	Total

I would appreciate you taking the necessary steps to have this corporation filed in the State of Florida and returning a copy of the Articles of Incorporation to the following address:

The Gallery Loft, Inc.
Diana Carida
777 Atlantic Avenue Suite Z-283
Delray Beach, Florida 33483

Best regards, I am
Sincerely,



Diana Carida

Enclosures

ARTICLES OF INCORPORATION
OF

The Gallery Loft, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1 - NAME

The name of this corporation shall be **The Gallery Loft, Inc.** The mailing address shall be 777 Atlantic Avenue Suite Z-283, Delray Beach, Florida 33483.

ARTICLE 2 - DURATION

This corporation shall have perpetual existence. The effective date of this corporation shall be the date of filing.

ARTICLE 3 - PURPOSE

This corporation shall be organized for the purpose of transacting any or all lawful business.

ARTICLE 4 - CAPITAL STOCK

This corporation shall be authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar per value common stock. All of said stock shall be payable in cash, property (real or personal), or labor or services in lieu therefore at a just valuation to be fixed by the Board of Directors.

ARTICLE 5 - PRE-EMPTIVE 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 or she already holds, shall have the right to purchase his or her pro rata share thereof (or nearly as may be done without the issuance of fractional shares) at this price at which is offered to others.

ARTICLE 6 - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation shall be 249 Brazilian Avenue, Palm Beach, Florida 33480. The name of the initial registered agent of this corporation shall be **Diana Carida**.

ARTICLE 7 – INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by changing the By Laws, or by enacting a resolution at a meeting of the Board of Directors and shareholders, but shall never be less than one. The name and address of the initial director of this corporation is:

NAME

Diana Carida

ADDRESS

777 Atlantic Avenue Suite Z-283
Delray Beach, Florida 33483

ARTICLE 8 – OFFICERS

The initial officers of this corporation shall be:

President / Vice President /
Treasurer / Secretary

Diana Carida
777 Atlantic Avenue Suite Z-283
Delray Beach, Florida 33483

ARTICLE 9 – INCORPORATION

The name and address of the person signing these Articles of Incorporation and the principal office address of said corporation shall be:

NAME

Diana Carida

ADDRESS

777 Atlantic Avenue Suite Z-283
Delray Beach, Florida 33483

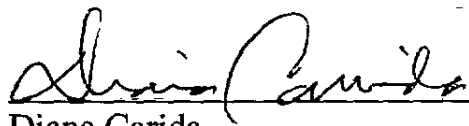
ARTICLE 10 – INDEMNIFICATION

This corporation reserves the right to amend, or repeal, any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders shall be subject to this reservation.

ARTICLE 11 – AMENDMENT

This corporation reserves the right to amend, or repeal, any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of May 2003.



Diana Carida
Incorporator / President

STATE OF FLORIDA)
)SS: AFFIDAVIT
COUNTY OF BROWARD)

Before me, a Notary Public, authorized to take oaths and acknowledgements in the State and County aforesaid, personally appeared **Diana Carida**, know to me, and by me, to be the person who executed the forgoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

I WITNESS WHEREOF, I have hereunto set my hand and affixed my office seal in the State and County aforesaid this 5th day of May 2003.



Notary Public – State of Florida

My Commission Expires:



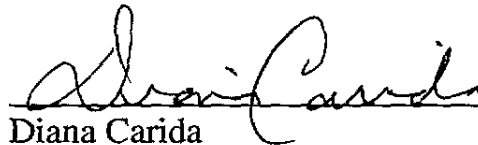
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMEING AGENT UPON WHOM PROCESS MAY BE SERVED

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

The Gallery Loft, Inc. desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation at 777 Atlantic Avenue Suite Z-283, Delray Beach, Florida 33483, has named **Diana Carida** whose address is 249 Brazilian Avenue, Palm Beach, Florida 33480, to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above State Corporation, at the place designated in this certificate, I herby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Diana Carida
(Registered Agent)

03 MAY -6 PM 1:39
STATE OF FLORIDA
TALLAHASSEE, FLORIDA