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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

AF PRIVATE COLLECTION, INC.

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:
AF Private Collection, Inc.

ARTICLE II PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be:
1372 Camellia Circle
Weston, FL 33326

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock of a per value of one dollar. (\$ 1.00).

ARTICLE IV NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is selling oriental art paintings, and any other lawful business activities.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Alicia M. Falcone
1372 Camellia Circle
Weston, FL 33326

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Alicia M. Falcone
1372 Camellia Circle
Weston, FL 33326

Juan M. Falcone
1372 Camellia Circle
Weston, FL 33326

ARTICLE VII DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is (are):

Alicia M. Falcone
1372 Camellia Circle
Weston, FL 33326

Juan M. Falcone
1372 Camellia Circle
Weston, FL 33326

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 25th day of July, 2003



Mrs. Alicia M. Falcone
Signature



Signature

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/ registered agent, in the State of Florida.

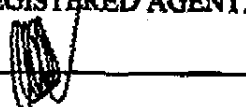
The name of the corporation is: AF Private Collection, Inc.

The name and address of the registered agent and office is:

Alicia M. Falcone
1372 Camellia Circle
Weston, FL 33326

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.

SIGNATURE _____



DATE: 25th day of July, 2003