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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## FLORIDA PROFIT CORPORATION OR P.A.

a &amp; g fine arts center, inc.

Certificate of Status	0
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SECRET  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

***A & G FINE ARTS CENTER, 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:

***A & G Fine Arts Center, Inc.***

The principal place of business of this corporation shall be 803 Gale Place, Key Largo, FL. 33037-4535.

***ARTICLE II - NATURE OF BUSINESS***

This corporation may engage or transact in 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 of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock \$1 per value per share.

***ARTICLE IV - ADDRESS***

The street address of the initial registered office of the corporation shall be 803 Gale Place, Key Largo, FL. 33037-4535. and the name of the initial registered agent of the corporation at that address is Luis E. Gutierrez.

Prepared by:  
Nora Rilo-Manito, Esq.  
175 Fontainebleau Blvd. # 2-G-8  
Miami, FL 33172 - (305) 552-9793  
Bar No.: 958627

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***ARTICLE V - TERM OF EXISTENCE***

This corporation is to exist perpetually.

***ARTICLE VI - OFFICERS AND DIRECTORS***

This corporation shall have two officers and two directors, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are appointed are:

Carmen V. Gutierrez	803 Gale Place
President	Key Largo, FL 33037-4535


Luis E. Gutierrez	803 Gale Place
Vice-President/Secretary	Key Largo, FL 33037-4535

***ARTICLE VII - INCORPORATOR***

The name and street address of the incorporator to these Articles of Incorporation is:

Luis E. Gutierrez  
803 Gale Place  
Key Largo, FL 33037-4535

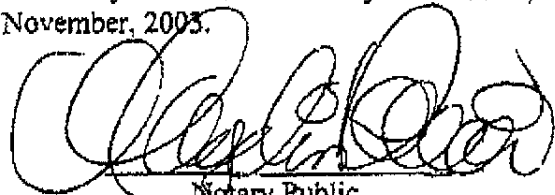
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of November, 2003.

  
\_\_\_\_\_  
Incorporator

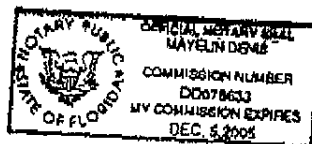
STATE OF FLORIDA                    )  
COUNTY OF DADE                 )

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Luis E. Gutierrez, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me he executed the same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the state and county aforesaid this 20th day of November, 2003.

  
Notary Public

My commission expires:



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**CERTIFICATE DESIGNATING THE ADDRESS AND  
AN AGENT UPON WHOM PROCEEDS MAY BE SERVED**

**WITNESSETH:**

That A & G Fine Arts Center, Inc., desiring to organize under the laws of the State of Florida, which will have its principal office in the county of Monroe, State of Florida, has appointed Luis E. Gutierrez, 803 Gale Place, Key Largo, FL. 33037-4535 as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named by the first Board of Directors to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 20th day of November, 2003.

  
\_\_\_\_\_  
Resident Agent

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