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FEDERAL BUREAU OF INVESTIGATION
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Jack Gallery, Inc.

- ☒ Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ____ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ____ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ____ Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

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Requested by: _____

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Date _____

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ARTICLES OF INCORPORATION
OF

JACK GALLERY, INC.

ARTICLE I - NAME

The name of this Corporation is JACK GALLERY, INC..

ARTICLE II - DURATION

The Corporation shall have perpetual existence commencing on the dates these Articles of Incorporation are filed with the Florida Secretary of State's Office.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE V - INITIAL CORPORATE OFFICE AND REGISTERED AGENT

The street address of the initial corporate office of the corporation is c/o S2 Art Group, Ltd., One East Charleston Blvd., Las Vegas , NV 89104 The name and address of the initial registered agent for the Corporation is Lawrence R. Metsch, 1455 NW 14th Street, Miami, FL 33125

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - BY-LAWS

The By-Laws of the Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) initial Director. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The name and address of the Director of this Corporation is:

<u>Name</u>	<u>Address</u>
Jack Solomon	c/o S2 Art Group, Ltd., One East Charleston Blvd, Las Vegas, NV 89104
Carolyn Solomon	c/o S2 Art Group, Ltd., One East Charleston Blvd, Las Vegas, NV 89104

ARTICLE VIII - OFFICERS

The officers of the Corporation are:

<u>Name</u>	<u>Office</u>
Carolyn Solomon	President
Jack Solomon	Chairman, Secretary and Treasurer

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) as the price at which it is offered to others.


ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Lawrence R. Metsch, 1455 NW 14th Street, Miami, FL 33125

ARTICLE XII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation,
this 12 day of MARCH, 2004



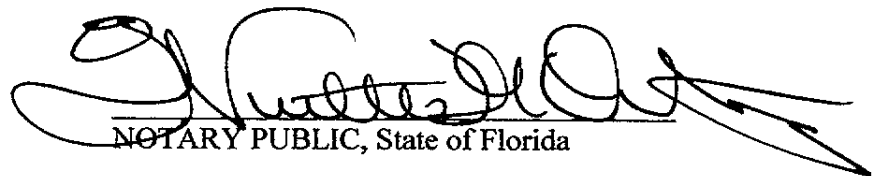
LAWRENCE R. METSCH
(Incorporator)

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally
appeared LAWRENCE R METSCH, known to me and known by me to be the person, who, as
Incorporator, executed the foregoing Articles of Incorporation of JACK GALLERY, INC., and
he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in
the State and County aforesaid, this 12 day of MARCH, 2004



NOTARY PUBLIC, State of Florida

My Commission Expires:



Ninnette M Ortiz
My Commission DD251849
Expires September 26, 2007

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 12 DAY OF March, 2004

A handwritten signature in black ink, appearing to read "Lawrence R. Metsch", written over a horizontal line.

LAWRENCE R. METSCH

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA