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FILED
04 MAR 10 PM 5:54
TALLAHASSEE, FLORIDA

7/13/04

SEAN CALLENDER
17401 S.W. 89 Ave.
MIAMI, FL 33157

February 26, 2004

Department of State
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

Dear Sir:

Enclosed are the original and one copy of the Articles of Incorporation of Heartwood Galleries, Inc.

Also enclosed is a check in the amount of \$122.50 to cover charter tax, filing fee, certified copy and resident agent's fee.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'S. Callender', is written over a horizontal line.

SEAN CALLENDER

CERTIFICATE OF INCORPORATION

AND

ARTICLES OF INCORPORATION

OF

HEARTWOOD GALLERIES, INC.

FILED

04 MAR 10 PM 5:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the statutes of the State providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation is Heartwood Galleries, Inc., hereinafter referred to as the Corporation.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business and object and purposes proposed to be transacted, promoted or carried on are to engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III

CAPITAL STOCK

The amount of the total authorized capital stock of the corporation shall be Five Hundred (500) shares of common stock of One Dollar (\$1.00) par value.

The whole or any part of the capital stock of the Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the Shareholders.

ARTICLE IV

AMOUNT OF CAPITAL WITH WHICH TO BEGIN BUSINESS

The amount of capital with which the Corporation shall begin business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE V

CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI

The initial street address of said Corporation is 10401 S.W. 187 Terrace, MIAMI, FL 33157-6726, with the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida, or in foreign countries.

ARTICLE VII

NUMBER OF DIRECTORS

There shall be no directors. The Corporation shall be managed by the stockholders.

ARTICLE VIII

The name and post office addresses of each subscriber to this Certificate of Incorporation and statement of the number of shares of stock which they agree to take as follows:

SEAN CALLENDER	250 Shares
17401 S.W. 89 Ave.	
MIAMI, FL 33157	

JOEL COHEN	250 Shares
16061 S.W. 77 Court	
MIAMI, FL 33157	

ARTICLE IX

OFFICERS

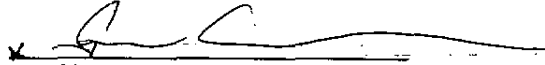
The officers of this corporation shall be a President, Vice President and Secretary.

All officers or agents, as may be deemed necessary by the Shareholders shall be chosen in the manner and hold office for the term prescribed in the by-laws or determined by the Shareholders.

ARTICLE X

This Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.

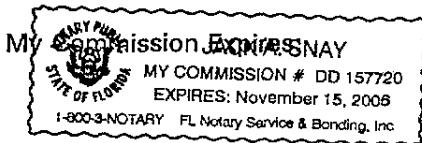
IN WITNESS WHEREOF, I, the undersigned incorporator have hereunto set my hand and seal this 26TH day of FEBRUARY, 2004 for the purpose of forming this Corporation for profit under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State of Florida, this Certificate of Incorporation and certify that the facts herein stated are true.



SEAN CALLENDER

STATE OF FLORIDA }^{SS:}
COUNTY OF MIAMI-DADE }

BEFORE ME, this day personally appeared, SEAN CALLENDER to me well known to be the individual described in and who executed the foregoing Certificate of Incorporation and acknowledged that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 26TH day of FEBRUARY, 2004.

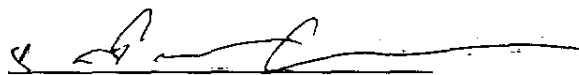



Notary Public State of Florida at Large

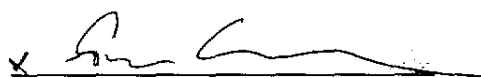
CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.09], FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST—THAT HEARTWOOD GALLERIES, INC. DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT 10401 S.W. 187 Terrace, CITY OF MIAMI, STATE OF FLORIDA, HAS
NAMED SEAN CALLENDER, 17401 S.W. 89 Ave., CITY OF MIAMI, STATE OF FLORIDA,
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


SEAN CALLENDER
President
February 26, 2004

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.


SEAN CALLENDER
Registered Agent
February 26, 2004