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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/25

**ARTICLES OF INCORPORATION
OF
MAX ART & GICLEE GALLERY, INC.**

ARTICLE I - NAME

The name of this corporation is **MAX ART & GICLEE GALLERY, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue **ONE HUNDRED (100)** shares of **\$1.00** par value common stock, which shall be designated "Common Stock".

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ARTICLE V - PREEMPTIVE 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 already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **2463 SW 22nd STREET, # 47, MIAMI, FLORIDA 33145**. The principal office address, the registered office address and the mailing address are the same. The name of the initial registered agent of this corporation is: **FRANCISCO R. BIELMAN**.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than ONE.

The names and addresses of the initial directors of this corporation are:

Francisco R. Bielman
President

2463 SW 22nd Street, #47
Miami, Florida 33135

Caridad J. Beltran
Vice-President

2463 SW 22nd Street, #47
Miami, Florida 33135

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

Francisco R. Bielman
President

2463 SW 22nd Street, #47
Miami, Florida 33135

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 16th day of September, 2004.

Francisco R. Bielman

Francisco R. Bielman
PASS. U.S.A. 047274905
President

Idalmis Cuenca 9-16-04

SWORN TO BEFORE ME, this 16 day of September, 2004.

My commission expires: *Sept 6, 2005*



Idalmis Cuenca
My Commission DD045316
Expires September 06, 2005

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA, NAMING AGENT UPON WHOM
SERVICE OF PROCESS MAY BE EFFECTIVE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with section 607.034 of the Florida Statutes, the following is submitted:

MAX ART & GICLEE GALLERY, INC.

desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, County of Miami Dade, State of Florida, has named FRANCISCO R. BIELMAN located at 2463 SW 22nd Street #47, in the City of Miami, County of Miami Dade, State of Florida, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above mentioned corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Dated this 16th day of September, 2004

Francisco R. Bielman

Resident and Registered Agent