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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

worth galleries, inc.

Certificate of Status	0
Certified Copy	1
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05 MAY 12 AM 9:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
WORTH GALLERIES, INC.

05 MAY 12 AM 9:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

The name of the corporation shall be: Worth Galleries, Inc.

ARTICLE II

The corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation by and with the Department of State.

ARTICLE III

The corporation shall engage in any business or purpose lawful under the laws of Florida.

ARTICLE IV

The corporation is authorized to issue One Hundred (100) shares of stock at \$5.00 par value, which shall be designated as common stock.

ARTICLE V

The street address of the initial principal office of the corporation is 2520 SW 28 Lane Miami, Florida, 33133-3133.

This document was prepared by:
Samuel Spencer Blum, Esquire
Suite 106
2666 Tigertail Avenue
Coconut Grove, Florida 33133
(305) 854-3314
Florida Bar No 273430

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ARTICLE VI

The name and address of the corporation's Registered Agent is Samuel Spencer Blum, Suite 106, 2666 Tigertail Avenue, Coconut Grove, Florida 33133.

ARTICLE VII

The corporation shall have two (2) directors initially. The number of directors may either be increased or decreased from time to time by amendment to the By-Laws, but shall never be less than the number shown in this Article. The name and address of the initial directors of this corporation are:

Dennis J. Leaton
2520 SW 28 Lane
Miami, Florida, 33133-3133

Marlene Dankworth
2520 SW 28 Lane
Miami, Florida, 33133-3133

ARTICLE VIII

The power to adopt, alter, amend, or repeal the By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE IX

The name and address of the incorporator of this corporation is: Dennis J. Leaton, 2520 SW 28 Lane, Miami, Florida, 33133-3133

ARTICLE X

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

This document was prepared by:
Samuel Spencer Blum, Esquire
Suite 106
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Coconut Grove, Florida 33133
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ARTICLE XI

At each election for directors, every shareholder entitled to vote shall have the right to cumulate his votes by giving one candidate as many votes as the number of shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or amendments hereto, and any right conferred upon the shareholders is subject to this reservation

ARTICLE XIII

The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

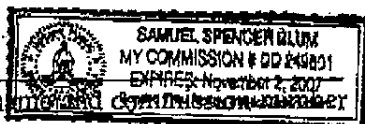
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 11 day of May, 2005.


Dennis J. Leaton, Incorporator

STATE OF FLORIDA)
 : ss.
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 11
day of May, 2005, by Dennis J. Leaton, personally
known to me or who has produced _____ as
identification.

Print Notary's name and commission number




Notary Public, State of Florida at Large

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that **Worth Galleries, Inc.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in City of Miami, State of Florida, has named **Samuel Spencer Blum**, located at Suite 106, 2666 Tigertail Avenue, Coconut Grove, Florida 33133, as its agent to accept service of process within Florida.



Dennis V. Leaton, Incorporator

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.



Samuel Spencer Blum

SSB/tyh
April 13, 2005
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TALLAHASSEE FLORIDA

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