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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

B. McKnight SEP 27 2006

## CAPITAL CONNECTION, INC.

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

Kolber Fine Art, Inc.

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

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☒ 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 \_\_\_\_\_

# ARTICLES OF INCORPORATION FOR KOLBER FINE ART, INC.

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THE UNDERSIGNED hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a Corporation for profit, in accordance with the laws of the State of Florida.

## ARTICLE I

### Name

The name of the Corporation shall be **KOLBER FINE ART, INC.**

## ARTICLE II

### Address

The initial street address of the principal office of this Corporation shall be 12925 S. W. 109th Court, Miami, Florida 33176.

## ARTICLE III

### Existence

This Corporation shall have a perpetual existence.

## ARTICLE IV

### Purpose

This Corporation is organized for the purpose of transacting any lawful business in the United States, and shall have all powers relating thereto, and to engage in and transact any lawful business for which corporations may be incorporated under the laws of the State of Florida.

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## **ARTICLE V**

### **Capital Stock**

The aggregate number of shares of stock which the Corporation is authorized to issue is One Hundred (100) shares of common stock with a par value of One Dollar (\$1.00) per share. Holders of the capital stock shall not have any preemptive rights to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purpose.

## **ARTICLE VI**

### **Initial Registered Office and Agent**

The street address of the Corporation's initial registered office is 12925 S. W. 109th Court, Miami, Florida 33176, and the name of the Corporation's initial registered agent is Clifford M. Kolber at such address. The Corporation may change its registered office or its registered agent or both at any time by filing with the Department of State of the State of Florida, a statement complying with Section 607.0502, Florida Statutes.

## **ARTICLE VII**

### **Initial Board of Directors**

This Corporation shall have no less than Two (2) Directors. The number of Directors may be changed from time to time by the Board of Directors of the Corporation. The number of Directors constituting the initial Board of Directors of this Corporation is Two (2) and the name and address of those persons who are to serve as such is as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Clifford M. Kolber	12925 S. W. 109 <sup>th</sup> Court Miami, Florida 33176
Doris Sanchez	12925 S. W. 109 <sup>th</sup> Court Miami, Florida 33176

## **ARTICLE VIII**

### **Incorporators**

The name and address of the incorporators of this Corporation is as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Clifford M. Kolber	12925 S. W. 109 <sup>th</sup> Court Miami, Florida 33176
Doris Sanchez	12925 S. W. 109 <sup>th</sup> Court Miami, Florida 33176

## **ARTICLE IX**

### **Officers**

The initial officers of the Corporation shall be a President and a Secretary, and such other officers or agents as may be appointed by the Board of Directors. All officers, agents, and/or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws or determined by the Board of Directors. The names and addresses of the initial officers of this Corporation are as follows:

<b><u>Office</u></b>	<b><u>Name &amp; Address</u></b>
PRESIDENT	Clifford M. Kolber 12925 S. W. 109 <sup>th</sup> Court Miami, Florida 33176
SECRETARY	Doris Sanchez 12925 S. W. 109 <sup>th</sup> Court Miami, Florida 33176

### Amendment of Articles of Incorporation

## ARTICLE XI

NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT  
OF  
KOLBER FINE ART, INC.**

Having been named to accept service of process for the above corporation at the place designated in the 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, including Florida Statute 607.0501(3).

  
**CLIFFORD M. KOLBER**

**STATE OF FLORIDA            )**

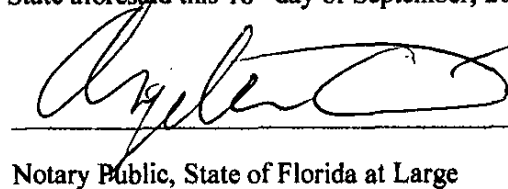
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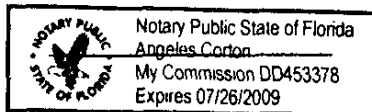
**COUNTY OF MIAMI-DADE )**

**BEFORE ME**, the undersigned authority, personally appeared **CLIFFORD M. KOLBER** this 18<sup>th</sup> day of September, 2006, to me well known to be the individual described in and who executed the foregoing Acceptance of Designation of Registered Agent and acknowledged before me that he has executed the same for the purposes therein expressed.

Witness my hand and seal in the County and the State aforesaid this 18<sup>th</sup> day of September, 2006.

My commission expires:


  
Notary Public, State of Florida at Large



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**WAIVER OF NOTICE OF MEETING**  
**OF**  
**INCORPORATORS**

WE, THE UNDERSIGNED, being the Incorporators of **KOLBER FINE ART, INC.**, a corporation organized under the laws of the State of Florida, do hereby waive all the statutory requirements as to notice of the time, place and purpose of the first meeting of Incorporators of said corporation and the publication thereof, and consent that the meeting shall be held at 12925 S. W. 109th Court, in the City of Miami, State of Florida, on September 29<sup>th</sup>, 2006 at 10:00 a.m., and we consent to the transaction of any and all business that may properly come before the meeting.

  
CLIFFORD M. KOLBER

  
DORIS SANCHEZ

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