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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
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Phone : (305) 634-3694
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA PROFIT/NON PROFIT CORPORATION

gutierrez-feria fine arts, inc.

Certificate of Status	0
Certified Copy	1
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OF

ARTICLE I

ARTICLE II

ARTICLE III

ARTICLE IV

ARTICLE V

ARTICLE VI

ARTICLE VII

The initial registered office of this corporation shall be at 4117 Alhambra Circle, Coral Gables, FL 33146. The initial registered agent at such address shall be:

AMARYLLIS FERIA

ARTICLE VIII

This corporation shall at all times have at least two (2) Directors who shall conduct the business of the corporation as a Board of Directors. The Stockholders of this corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the corporation.

ARTICLE IX

The names and address of the Members of the First Board of Directors who shall hold office until the first Annual Meeting of Shareholders and/or until their successors are elected and qualified or until their earlier resignation, removal from office, or death, are:

MARTA GUTIERREZ
600 Grapetree Drive
Key Biscayne, FL 33149

AMARYLLIS FERIA
4117 Alhambra Circle
Coral Gables, FL 33146

ARTICLE X

The names and addresses of the subscribers are:

MARTA GUTIERREZ
600 Grapetree Drive
Key Biscayne, FL 33149

AMARYLLIS FERIA
4117 Alhambra Circle
Coral Gables, FL 33146

ARTICLE XI

The By-Laws of this corporation may be created, amended,

changed or replaced by either the Stockholders or the Directors of the corporation at any duly scheduled Special Meeting called for that purpose.

ARTICLE XII

Every person who now is or hereafter shall become a Director of this corporation, shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from any action, suit or proceedings, of whatever nature, to which he or she is or shall be made a part by reason of him or her being or having been a director of the corporation (whether or not he or she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him).

However, an exception is made to the above in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of the duties imposed in him as such Director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation, this 24 day of October, 2006.


MARTA GUTIERREZ


AMARYLLIS FERIA

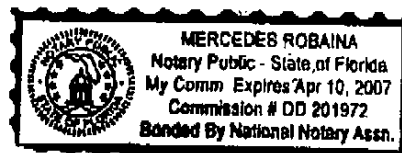
STATE OF FLORIDA)
) :SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 24 day of October, 2006, by MARTA GUTIERREZ and AMARYLLIS FERIA, who are personally known to me or have produced FL Driver Licenses as identification and who did take an oath.

My Commission expires:

4-10-07


NOTARY PUBLIC-STATE OF FLORIDA



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

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT GUTIERREZ-FERIA FINE ARTS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF KEY BISCAYNE, STATE OF FLORIDA, HAS NAMED MARTA GUTIERREZ, LOCATED AT CITY OF KEY BISCAYNE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Marta Gutierrez

(SUBSCRIBER)

MARTA GUTIERREZ

SIGNATURE: Amaryllis Feria

(SUBSCRIBER)

AMARYLLIS FERIA

DATE: 10-24-2006

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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.

SIGNATURE: Amaryllis Feria

(RESIDENT AGENT)

AMARYLLIS FERIA

DATE: 10-24-06

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