

Antonio Faga
Counselor at Law

P93000086817

375 Twelfth Avenue South
Naples, Florida 34102
941-403-9500
Fax 941-403-9505

April 14, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Meier Metcalfe Gallery, Inc.
P93000086817

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR 20 AM 10:49

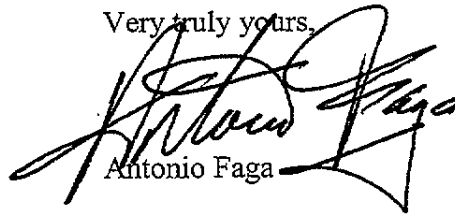
APPROVED
AND
FILED

Dear Sir or Madam:

Please file the enclosed Articles of Amendment to Articles of Incorporation for the above referenced corporation. A check in the amount of \$35.00 is enclosed for the filing fee.

Thank you for your attention to this matter.

Very truly yours,


Antonio Faga

AF:ts
Enclosure

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MEIER METCALFE GALLERY, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Article I - Name: The name of the corporation is hereby amended as follows:

METCALFE FINE ART, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself are as follows:

THIRD: The date of the amendment's adoption is **April 13, 1998.**

FOURTH: Adoption of Amendment(s)

☒ The amendment(s) was approved by the shareholders. The number of votes cast for the amendment(s) was sufficient for approval.

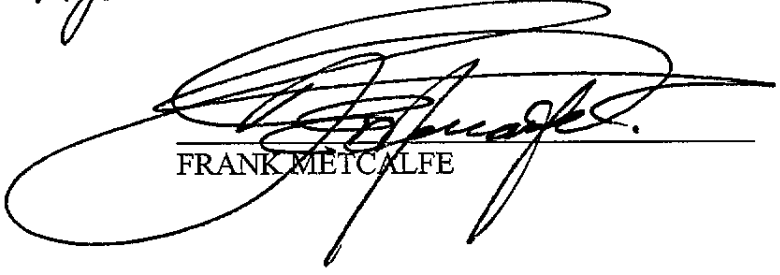
☐ The amendment(s) was approved by the shareholders through voting groups .

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____.

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 15 day of April, 1998.


FRANK METCALFE

98 APR 20 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED