

**P95000028213**

**R.L. MAGRAM, P.A.**

12005 SOUTH DIXIE HIGHWAY  
MIAMI, FLORIDA 33150

RONALD L. MAGRAM

PHONE: (305) 255-0080

FAX: (305) 264-3050

March 24, 1995

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

*Total P.D.  
\$245.00  
Another Validation  
Underneath*

Re: Incorporation of ELKA GALLERY, INC.

Dear Sirs/Madams,

Enclosed please find the original and one copy of the Articles of Incorporation for the above captioned corporation along with the Designation and Acceptance of Resident Agent Form along with our check in the amount of \$122.50 to cover the cost of filing and return of one certified copy.

If there is any problem please call Marie in my office or myself.

I thank you in advance for your cooperation.

100001450081  
-04/07/95--01007--012  
\*\*\*122.50 \*\*\*122.50

Sincerely,

Ronald L. Magram, Esq.  
R.L. Magram, P.A.

Enc: Articles of Incorporation  
Resident Agent Form  
Check

*Linda* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Article Seven*  
DATE *4/10/95*  
DOC. EXAM. *BR*

FILED  
95 APR -7 PM 1:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*refund application  
sent 4/11/95*

REGISTER APR 10 1995

**R.L. MAGRAM, P.A.**

12005 SOUTH DIXIE HIGHWAY  
MIAMI, FLORIDA 33156

RONALD L. MAGRAM

PHONE: (305) 255-0080  
FAX: (305) 264-3850

March 24, 1995

Secretary of State  
Division of Corporations  
P.O. Box 8327  
Tallahassee, Florida 32314

**Re: Incorporation of ELKA GALLERY, INC.**

Dear Sirs/Madams,

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Sincerely,



Ronald L. Magram, Esq.  
R.L. Magram, P.A.

300001451513  
-01/10/95--01017--014  
\*\*\*\*122.50 \*\*\*\*122.50

Enc: Articles of Incorporation  
Resident Agent Form  
Check

ARTICLES OF INCORPORATION  
OF  
ELKA GALLERY, INC.

WE, THE UNDERSIGNED, DO HEREBY ASSOCIATE OURSELVES FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, AND UNDER THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, RIGHTS, PRIVILEGES, IMMUNITIES AND LIABILITIES OF INCORPORATING FOR PROFIT, AND DO HEREBY DECLARE:

ARTICLE ONE: NAME OF CORPORATION

THE NAME OF THE CORPORATION SHALL BE:  
ELKA GALLERY, INC.

ARTICLE TWO: BUSINESS PURPOSE

THE CORPORATION MAY, AND SHALL, ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND OF THESE UNITED STATES OF AMERICA.

ARTICLE THREE: STOCK

THE MAXIMUM NUMBER OF SHARES WHICH THIS CORPORATION IS AUTHORIZED TO ISSUE AND HAVE OUTSTANDING AT ANY ONE TIME SHALL BE FIVE HUNDRED SHARES OF COMMON STOCK. SAID COMMON STOCK SHALL HAVE A PAR VALUE OF ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE FOUR: STOCK RESTRICTIONS

THE PLEDGE, SALE, TRANSFER OR OTHER DISPOSITION OF THE CAPITAL STOCK MAY BE GOVERNED AND RESTRICTED BY THE BYLAWS OF THE CORPORATION AND/OR BY WRITTEN AGREEMENT AMONGST THE STOCKHOLDERS WHICH SHALL BE ON FILE IN THE OFFICE(S) OF THE CORPORATION SO NAMED IN THESE ARTICLES.

THE BYLAWS MAY PROVIDE FOR CUMULATIVE VOTING BY STOCKHOLDERS AT ALL ELECTIONS OF THE CORPORATION.

THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE IN ORDER FOR THE STOCKHOLDERS OF THE CORPORATION TO RECEIVE THE BENEFITS THEREUNDER.

FILED  
05 APR -7 PM 1:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

KARELE CHATEL  
9970 S.W. 130TH CT.  
MIAMI, FL. 33186

VICE PRESIDENT, SECRETARY 125

IN WITNESS WHEREOF, I/WE HAVE HEREUNTO SET OUR HAND(S) AND SEAL(S) THIS 22

DAY OF MARCH, 1995.

Elsie Jerome  
ELSIE JEROME

Karele Chatel  
KARELE CHATEL

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, AN OFFICER DULY AUTHORIZED IN THE COUNTY AND STATE AFORESAID, TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED ELSIE JEROME AND KARELE CHATEL, TO ME PERSONALLY KNOWN TO BE THE PERSON(S) DESCRIBED IN AND WHO EXECUTED THE FOREGOING INSTRUMENT AND ACKNOWLEDGED BEFORE ME, UNDER OATH, THAT THEY EXECUTED THE SAME FOR THE PURPOSES THEREIN STATED.

WITNESS MY HAND AND OFFICIAL SEAL, IN THE COUNTY AND STATE AFORESAID THIS 22

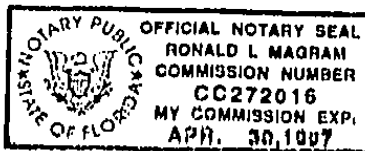
DAY OF MARCH, 1995.

MY COMMISSION EXPIRES:

[Signature]  
NOTARY PUBLIC, ~~STATE OF FLORIDA~~ AT LARGE

THIS INSTRUMENT PREPARED BY:

RONALD L. MAGRAM, ESQ.  
R.L. MAGRAM, P.A.  
12665 SOUTH DIXIE HIGHWAY  
MIAMI, FLORIDA 33156  
305-255-0080  
RLMWD32/ELKANG, TR I



ARTICLE FIVE: CAPITALIZATION

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION MAY BEGIN BUSINESS SHALL NOT BE LESS THAN FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE SIX: EXISTENCE

THE EXISTENCE OF THE CORPORATION SHALL BE PERPETUAL.

ARTICLE SEVEN: ADDRESS, REGISTERED AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS:

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:  
8463 SW 113th Court, Miami, FL 33173.

ARTICLE EIGHT: SHAREHOLDERS SHALL MANAGE

THE BUSINESS OF THE CORPORATION SHALL BE MANAGED BY THE STOCKHOLDERS, THERE SHALL BE NO BOARD OF DIRECTORS.

A QUORUM FOR THE HOLDING OF A MEETING OF THE STOCKHOLDERS, AND FOR THE TRANSACTION OF ANY BUSINESS PROPERLY CARRIED OUT BY THE STOCKHOLDERS ON BEHALF OF THE CORPORATION, SHALL CONSIST OF A MAJORITY OF THE MEMBERS THEREOF.

HOWEVER, THE STOCKHOLDERS MAY, BY UNANIMOUS WRITTEN CONSENT INCLUDED IN THE MINUTE BOOKS OF THE CORPORATION, CONSENT TO THE DOING OF ANY ACT. SUCH WRITTEN AND FILED CONSENT SHALL HAVE THE SAME FORCE AND EFFECT AS THOUGH SAID CONSENT WAS COMPLETED AND AUTHORIZED AT A DULY CALLED FORMAL MEETING AT WHICH A QUORUM HAD BEEN PRESENT. ANY AND ALL OF THE DUTIES OF THE STOCKHOLDERS MAY BE DELEGATED TO AN "EXECUTIVE COMMITTEE".

ARTICLE NINE: INCORPORATORS, SHAREHOLDERS

THE NAME(S) AND ADDRESS(ES) OF THE INITIAL INCORPORATORS/STOCKHOLDER(S) OF THE CORPORATION, THE NUMBER OF SHARES SUBSCRIBED TO AND THE SLATE OF CORPORATE OFFICERS IS/ARE:

NAME/ADDRESS:

OFFICE:

NO. OF SHARES:

ELSIE JEROME  
8463 S.W. 113TH CT.  
MIAMI, FL. 33173

PRESIDENT, TREASURER

375

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

IN COMPLIANCE WITH FLORIDA STATUTE SECTION 48.091, THE FOLLOWING IS SUBMITTED:

APPOINTMENT OF RESIDENT AGENT

THAT ELKA GALLERY, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE  
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 8403 S.W. 113TH COURT, MIAMI,  
FLORIDA 33173 HAS NAMED ELSIE JEROME, LOCATED AT 8403 S.W. 113TH COURT, MIAMI,  
FLORIDA 33173, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

DATED THIS 22 DAY OF MARCH, 1995.

  
PRESIDENT

ACCEPTANCE BY RESIDENT AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE NAMED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE  
APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO  
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION  
AS REGISTERED AGENT.

DATED THIS 22 DAY OF MARCH, 1995.

  
RESIDENT AGENT

FILED  
95 APR -7 PM 1:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA