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4/21/95 MIAMI DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS FROM: CORPORATE CREATIONS MIAMI
DEPARTMENT OF STATE 4437 SHERIDAN AVE
STATE OF FLORIDA
400 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

MIAMI BEACH FL 33140-0000
CONTACT: JOSEPH MATA
PHONE: (305) 538-0001
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: THE ART CONNOISSEUR, INC.
FAX AUDIT NUMBER: H95000004499
DATE REQUESTED: 04/21/1995
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EFFECTIVE DATE:
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TALLAHASSEE, FLORIDA

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4/26

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

April 25, 1995

CORPORATE CREATIONS MIAMI

MIAMI BEACH, FL

SUBJECT: THE ART CONNOISSEUR, INC.
REF: W95000008768

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Attn. #: W95000004499
Letter Number: 795A00019403

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

Articles of Incorporation
of
The Art Connoisseur, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is The Art Connoisseur, Inc.

Article II. Address

EFFECTIVE DATE

The mailing address of the Corporation is:

The Art Connoisseur, Inc.
Bayview Office Building, Suite 428
1040 Bayview Drive
Ft. Lauderdale, FL 33304

Article III. Capital Stock

The Corporation shall have the authority to issue 2000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Lawrence D. Winson
Hornsby, Sacher, Stanton & Zeiman
1110 Brickell Avenue, Penthouse
Miami, FL 33131

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the

Corporate Creations International Inc.
4427 Sheridan Avenue
Miami Beach, FL 33140
(305) 538-9081

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Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

James Noble
Mona Vane
Lawrence D. Winsou

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of April 21, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on April 21, 1995.

Corporate Creations International Inc.

By: Joseph P. Mata
Joseph P. Mata, Secretary

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 538-9091

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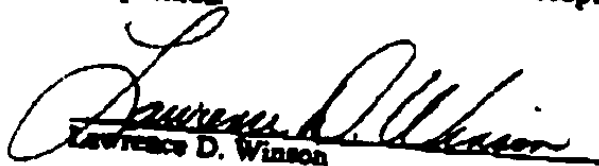
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:
The Art Connoisseur, Inc.

REGISTERED AGENT:
Lawrence D. Winson
Hornby, Sachar, Stanton & Zeisman
1110 Brickell Avenue, Penthouse
Miami, FL 33131

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Lawrence D. Winson

Date: April 21, 1995

Corporate Creations International Inc.
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(305) 538-8091

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