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DIVISION OF CORPORATION

OFFICE USE ONLY

FILINGS, INC. TERESA ROMAN
(Requestor's Name)
2805 LITTLE DEAL ROAD
(Address)
TALLAHASSEE, FLORIDA 32308 (904) 385-6735
(City, State, Zip) (Phone #)

000001521050
-06/22/95--01070--006
****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Russeck Art Group, inc. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

[X] Walk in [ ] Pick up time ______ [X] Certified Copy

[ ] Mail out [X] Will wait [ ] Photocopy [ ] Certificate of Status

NEW FILINGS	
X	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

NANCY HENDRICKS JUN 2 2 1995

Examiner's Initials	

CR2E031(10/92)

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95 JUN 22 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is Russeck Art Group, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:
2121 Seacoffe Street
Coconut Grove, Florida 33313

ARTICLE III - PURPOSE

This corporation is organized for the purpose of Generally to conduct and carry on a business primarily invol ved in the acquisition, sale and marketing of works of art, paintings, sculptures, drawings, prints and ceramics and any other related business enterprises.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of $1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a Florida corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresss of the initial Directors are:

Howard Russeck
1125 Woodmont Road, Gladwyne, Pennsylvania 19035
Andrew Weiss
1125 Woodmont Road, Gladwyne, Pennsylvania 19035

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Filings, Inc., a Florida Corporation
3732 N.W. 16th Street
Fort Lauderdale, Florida 33311

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: June 22, 1995

Filings, Inc.
by Teresa Roman, Vice-President

Teresa Roman
Incorporator

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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 607.0501, Florida Statutes, the following is submitted:

First that Russeck Art Group, Inc. , desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

Dated: June 22, 1995

Teresa Roman
Teresa Roman, Incorporator

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. 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: June 22, 1995

Filings, Inc.
by Teresa Roman, Vice-President

Teresa Roman

P9500048908

FILINGS, INC. TERESA ROMAN
(Requestor's Name)
2605 LITTLE DEAL ROAD
(Address)
TALLAHASSEE, FLORIDA 32308 (904) 385-6735
(City, State, Zip) (Phone #)

OFFICE USE ONLY

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*****35.00 *****35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Russeck Art Group, inc (Corporation Name) (Document #)
2. (Corporation Name) (Document #) Name Change
3. (Corporation Name) (Document #) Amend
4. (Corporation Name) (Document #)

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✓	Amendment
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	OTHER FILINGS
	Annual Report
	Fictitious Name
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7/5/95

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF

Russeck Art Group, Inc.

1. The name of the Corporation is Russeck Art Group, Inc.

2. Article one (1) of the Articles of Incorporation of the Corporation is hereby amended to change the name of the Corporation to Russeck Fine Art Group, Inc.

3. The foregoing amendment was adopted by the Incorporator before the issuance of any shares of the Corporation on the 5th day of July, 1995, pursuant to Section 607.1006(2), Florida Statutes.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Amendment this 5th day of July, 1995.

Filings, Inc., a Florida Corporation
by Teresa Roman, Vice-President

Teresa Roman