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FILED

95 JUN 28 PM 2:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

June 22, 1995

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

Dear Sirs:

Enclosed herewith please find the original and a copy of the Articles of Incorporation for a corporation to be known as International Art and Auction, Inc. A check in the amount of \$70.00 is also enclosed to cover the cost of incorporation.

If we can be of further assistance in this matter, please do not hesitate to contact the undersigned.

Very truly yours,

*Magda Abdo-Gomez*  
Magda Abdo-Gomez, Esq.

Encl.

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ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL ART AND AUCTION, INC.

ARTICLE I NAME

The name of this Corporation is International Art and Auction, Inc.

ARTICLE II DURATION

The Corporation shall have a perpetual existence.

ARTICLE III PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is one thousand (1000) shares of common stock having a par value of \$1.00 per share.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 278 Palm Avenue; Miami Beach, Florida 33139, and the initial registered agent of this Corporation at such office shall be Emilio Mantero-Atienza, who upon accepting this designation agrees to comply with the provisions of §48.091, Florida Statutes as amended from time to time with respect to keeping an office open for service of process.

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#### ARTICLE VI PRINCIPAL CORPORATE OFFICE

The principal office of this Corporation shall be 278 Palm Avenue; Miami Beach, Florida 33139. The mailing address of the Corporation shall be 278 Palm Avenue; Miami Beach, Florida 33139.

#### ARTICLE VII INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one nor more than four. The names and addresses of the directors constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Emilio Mantero-Atienza	278 Palm Avenue Miami Beach, Florida 33139
Danil Paul Parker	1301 Castille Avenue Coral Gables, Florida 33134

#### ARTICLE VIII INCORPORATOAR

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Emilio Mantero-Atienza	278 Palm Avenue Miami Beach, Florida 33139

#### ARTICLE IX CUMULATIVE VOTING

Shareholders of this Corporation may vote their stock cumulatively. Each shareholder shall have the total number of votes which is equal to the number of shares of stock with

voting rights which such shareholder holds multiplied by the number of directors to be elected. The shareholder may give all of his votes to one candidate or distribute them among as many candidates as the shareholder may wish. Notice must be given by any shareholder to the President or Vice President of the Corporation not less than 24 hours prior to the time set for the holding of a shareholder's meeting for the election of directors that such shareholder intends to cumulate his vote at said election.

#### ARTICLE X PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of common stock of this Corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.



EMILIO MANTERO-ATIENZA  
Incorporator

STATE OF FLORIDA     )  
                              )     SS.  
COUNTY OF DADE     )

The foregoing Articles of Incorporation of International Art and Auction, Inc. were acknowledged before me this 22nd day of June, 1995 by Emilio Mantero-Atienza.



MAGDA ABDO  
My Commission CC415789  
Expires Dec. 03, 1998  
Bonded by NFNU  
800-224-6368

*Magda Abdo*

Notary Public-State of Florida

My Commision Expires:

Personally Known X OR Produced Identification \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for International Art and Auction, Inc., at the place designated in the Articles of Incorporation, Emilio Mantero-Atienza, agrees to comply with the provisions of §48.091 relative to keeping open such office.

*Emilio Mantero-Atienza*

EMILIO MANTERO-ATIENZA

Date: June 22, 1995

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