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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FROM: KLEIN AND ASSOCIATES, P.A.

DEPARTMENT OF STATE

001 NORTHEAST 125TH ST.

STATE OF FLORIDA

409 EAST GAINES STREET

NORTH MIAMI FL 33161-0000

TALLAHASSEE, FL 32399

CONTACT: RON KLEIN

FAX: (904) 922-4000

PHONE: (305) 891-8100

FAX: (305) 891-8104

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: LIPWORTH INTERNATIONAL ART, INC.

FAX AUDIT NUMBER: H95000007409

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MIAMI, FLORIDA 33133

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**TELECOMMUNICATION TRANSMITTAL**

DATE: July 5, 1995 OUR FILE NO.: \_\_\_\_\_  
TO: Division Of Corporations FAX: (904) 922-4000  
FROM: Ronald G. Klein PHONE: \_\_\_\_\_  
REGARDING: Corporation Filing for Lipworth International Art, Inc.

SPECIAL INSTRUCTIONS: \_\_\_\_\_

DESCRIPTION OF INSTRUMENTS FAXED	NUMBER OF PAGES
<u>Electronic Filing Cover Sheet</u>	<u>1</u>
<u>Articles Of Incorporation</u>	<u>4</u>
<u>Designation Of Registered Agent</u>	<u>1</u>

Total Number of Pages Sent Including This Transmittal Page 7

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VERIFICATION OF RECEIPT OF FAX BY \_\_\_\_\_

DATE \_\_\_\_\_

TIME \_\_\_\_\_

1195000007409

Prepared By:  
Ronald G. Klein, Esq.  
901 N.E. 125th Street  
North Miami, Florida 33161  
305-891-6100

Florida Bar Number 230030

ARTICLES OF INCORPORATION

- of -

**Lipworth International Art, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter, and I do make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation, and to that end I do by these Articles set forth:

ARTICLE I

NAME

The name of the corporation shall be: **Lipworth International Art, Inc.**

ARTICLE II

DURATION

The duration of the corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE III

PURPOSE

The general nature of the business, objects and purposes proposed to be carried on and transacted, are to do any or all lawful business for which corporations may be incorporated under the laws of the State of Florida including but not limited to the following:

(a) art gallery;

(b) The purposes specified herein shall be construed both as powers and purposes and shall in no wise be limited to or restricted by reference to, or inference from, the terms of any other clause in this or any other Article, but the purposes and powers specified in each of the clauses herein shall

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be regarded as independent purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general terms of or the general powers of the corporation under the laws of the State of Florida; nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed;

(c) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, and in general to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth herein.

#### ARTICLE IV

##### SHARES

The aggregate number of shares of stock which the corporation is authorized to issue and have outstanding at any time Five hundred (500) shares of Common stock, which shall have a par value of One Dollar (\$1.00) per share.

#### ARTICLE V

##### PRINCIPAL OFFICE

The street address of the principal office of the corporation in the State of Florida is: 608 Banyan Trail, Suite 113, Boca Raton, Florida 33431; and the name of the corporations initial Registered Agent at such address is Harold Groll.

The Stockholders may, from time to time, move the principal office to any other address in the State of Florida.

#### ARTICLE VI

##### DIRECTORS

The number of directors of this corporation shall be not less than one (1). The number of directors may be increased from time to time by the By-Laws.

The name and address of the initial Board of Directors of this corporation is:

Harold Groll  
608 Banyan Trail, Suite 113  
Boca Raton, Florida 33431

#### ARTICLE VII

##### INCORPORATOR

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The name and address of the incorporator of this corporation is:

Harold Groll  
608 Danyan Trail, Suite 113  
Boca Raton, Florida 33431

#### ARTICLE VIII

##### ADDITIONAL POWERS

The Directors of the corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter and repeal the By-Laws and to set apart out of any funds of the corporation available for dividends a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

(a) The corporation shall have a first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.

(b) The private property of the stockholder shall not be subject to the payment of the corporate debts to any extent whatsoever.

(c) The corporation shall have full power and lawful authority to accept property, real, personal or mixed; labor and services (whether such services are performed prior to or after issuance of stock, provided that if the stock is issued prior to the rendition of the services, the shareholder shall execute a written promise to provide such services) in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(d) The shares of capital stock of the corporation, when certificates thereof shall be issued, shall be fully paid and non-assessable.

(e) Shares of the capital stock of the corporation shall be transferred only on the books of the corporation by the holders thereof in person, or by their attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.

(f) The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation and Certificate of Incorporation in any manner now or hereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reserves.

#### ARTICLE IX

##### DIRECTOR ACTION

The directors of this corporation may take action by written consent as provided by law.

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ARTICLE X

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INDEMNITY

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

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal, at Miami, Dade County, Florida, on June 29, 1995.

 (SEAL)  
Harold Groll

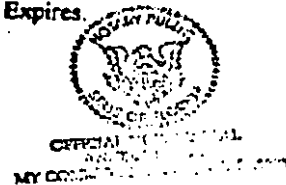
STATE OF FLORIDA     )  
                              )ss  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned officer, duly authorized to take oaths and acknowledgments under the laws of the State of Florida, Harold Groll, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this June 29th 1995.

  
Notary Public, State of Florida

My Commission Expires



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06/24/1995 10:00 3058916104

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PAGE 07  
PAGE 06

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, the Lipworth International Art, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Boca Raton, County of Palm Beach, State of Florida, has named **Harold Groll**, located at 608 Banyan Trail, Suite 113, County of Palm Beach, Boca Raton, Florida 33431, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

(Must be signed by Designated Agent)

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
Harold Groll  
Registered Agent

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TALLAHASSEE, FLORIDA

P95000051730

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

RE: Lipworth International  
Art, Inc.

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Lik' Partnership File		
Foreign Corp. File		
( ) Cert. Copy(s)		

Art. of Amend. File	100001963441	
Dissolution/Withdrawal	10/03/95-01011-013	
C U S -	****35.00	****35.00
Fictitious Name File		

Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		

Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		

UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		

Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( )		
pgs.		

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

M. HENDRICKS OCT - 3 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	10/3		
TIME			
BY			CK No. _____

WALK-IN  
Will Pick Up 9:15 AM

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection



ARTICLES OF AMENDMENT TO ARTICLES OF  
INCORPORATION OF LIPWORTH INTERNATIONAL ART, INC.

THE UNDERSIGNED, being all of the Directors and Shareholders of LIPWORTH INTERNATIONAL ART, INC. hereby amend the Articles of Incorporation of LIPWORTH INTERNATIONAL ART, INC., the original of which was filed for record with the Secretary of State of the State of Florida on July 5, 1995. The undersigned Director and Shareholder amend the Articles of Incorporation as follows:

Article I of the Articles of Incorporation currently reads as follows:

ARTICLE I  
NAME

The name of the corporation shall be: Lipworth International Art, Inc.

Article I of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE I  
NAME

The name of the Corporation shall be: Lipworth Hartman International Arts, Inc.

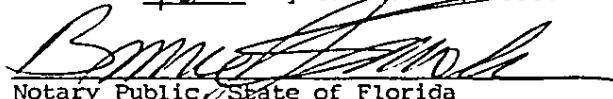
All of the remaining Articles shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned, being all of the shareholders and Directors of the Corporation hereby set their hands and seals this 1st day of October, 1996.



HAROLD GROLL

SWORN TO AND SUBSCRIBED before me this 1st day of October, 1996.

  
Notary Public, State of Florida

My commission expires:



BRUCE J SMOLER  
My Commission CC431601  
Expires Jul. 18, 1999  
Bonded by HAI  
800-422-1555