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THE DIVISION OF CORPORATIONS FROM: FAG-T CORP. AGENTS, INC.
DEPARTMENT OF STATE 8405 NW 53RD ST
STATE OF FLORIDA SUITE C-100
409 EAST GAINES STREET MIAMI FL 33166-
TALLAHASSEE, FL 32399
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((H96000002982)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ART COLLECTIONS INTERNATIONAL, CORP.
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**ARTICLES OF INCORPORATION
OF
ART COLLECTIONS INTERNATIONAL, CORP.**

The under signed hereby agrees to organize a corporation in accordance with Chapter 607, Florida Statutes (the "Florida General Corporation Act") as follows:

ARTICLE I. NAME

The name of the Corporation is: ART COLLECTIONS
INTERNATIONAL, CORP.

ARTICLE II. CORPORATE EXISTENCE

The existence of the Corporation shall be perpetual commencing upon the filing of these Article of Incorporation unless dissolved according to law.

ARTICLE III. NATURE OF BUSINESS

The general nature of the business is primarily to engage in General Business and any activity, business or enterprise permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock. One (\$ 1.00) Par Value.

No shareholder of the corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of these stocks.

ARTICLE V. INITIAL OFFICE

The initial address of the principal office of the Corporation shall be : 4201 S.W. 11TH STREET
MIAMI, FLORIDA 33134

ARTICLE VI. DIRECTORS

The number of directors constituting the initial board of directors shall be ONE (1). The number of directors may increase or decrease as provided by the Bylaws of the Corporation in the manner provided by the law.

Prepared by: Raul D. Cabrera
4201 SW 11 St.
Miami, Fl 33134
(305) 567-1900

The names and addresses of the person(s) who shall serve as the initial directors are:

(PRESIDENT)

CARLOS H. RICO

4201 S.W. 11TH STREET
MIAMI, FLORIDA 33134

ARTICLE VII. INCORPORATOR

The name and address of the incorporators of these Articles of Incorporation are:

CARLOS H. RICO

4201 S.W. 11TH STREET
MIAMI, FLORIDA 33134

ARTICLE VIII. REGISTERED AGENT

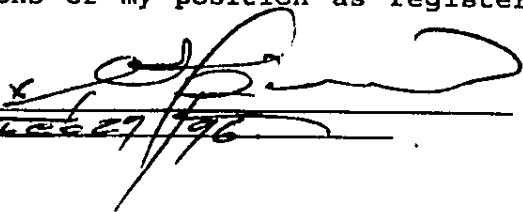
Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name and address of the initial Registered Agent of the Corporation is:

CARLOS H. RICO

4201 S.W. 11TH STREET
MIAMI, FLORIDA 33134

Having been named as Registered Agent and to accept service of process for the above stated 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature 

Date 8-26-96

The Board of Directors may, from time to time, move the Registered Office of the Corporation to any other address in the State of Florida.

ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) of any or all the shares previously issued, and/or any new issue of stocks for cash of this corporation at the price at which it is offered to others.

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

IN WITNESS WHEREOF , The Incorporator have signed these Articles of Incorporation this 1ST day of MARCH 1996.


CARLOS H. RICO

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TALLAHASSEE, FLORIDA