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APRIL 2, 1996

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
96 APR -5 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: BACKSTAGE GALLERY FLORIDA, INC.

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours,

Lawrence A. Kirsch

Lawrence A. Kirsch

4-10-96
TB

FILED
96 APR -5 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BACKSTAGE GALLERY FLORIDA, INC.

Filed by:

Jacobson & Colfin, P.C.
156 Fifth Avenue
Suite 434
New York, New York 10010

ARTICLES OF INCORPORATION

BACKSTAGE GALLERY FLORIDA, INC.

FILED
96 APR -5 PM 1:33
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is BACKSTAGE GALLERY FLORIDA, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

ARTICLE IV. TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected, is:

Daniel Perkins
17927 River Court
Pierrefonds, Montreal Quebec H9J1A2

ARTICLE VI. PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be:

c/o Terry Infusino
1615 Columbia Arms Circle
Apartment 251
Kissimmee, Florida 34741

ARTICLE VII REGISTERED AGENT

The corporation designates the following Register Agent/Registered office.

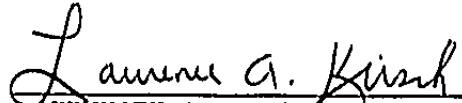
Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

ARTICLE VIII INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:

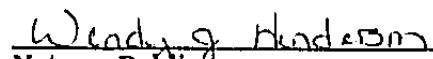
Lawrence A. Kirsch
90 State Street
Albany, New York 12207

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of April, 1996.


LAWRENCE A. KIRSCH

STATE OF NEW YORK)
COUNTY OF ALBANY) SS.:

The foregoing instrument was acknowledged and sworn to me before this 2nd day of April, 1996 by the incorporator of BACKSTAGE GALLERY FLORIDA, INC.


Notary Public
My Commission Expires:

WENDY J. HENDERSON
Notary Public, State of New York
No. 01HE5031008
Qualified in Albany County
Commission Expires July 25, 1996

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Corporation Service Company, an individual residing
in this state, having a business office identical with the
registered office of the corporation named below, and having
been designated as the Registered Agent in the above and
foregoing Articles of Incorporation of:

BACKSTAGE GALLERY FLORIDA, INC.

Corporation Service Company is familiar with and accepts the
obligations of the position of Registered Agent under Section
607.0505, Florida Statutes.

By: _____

Typed Name: Corporation Service Company

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
69 APR -5 PM 1:33
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