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((H96000005606))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ART RESEARCH & TRADE, INC.  
FAX AUDIT NUMBER: H96000005606 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 04/22/1998 TIME REQUESTED: 11:25:21  
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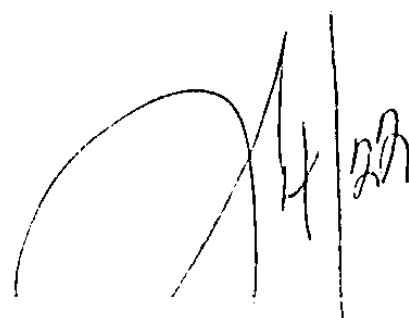
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**ARTICLES OF INCORPORATION  
OF  
ART RESEARCH & TRADE, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.** The name of the corporation is **ART RESEARCH & TRADE, INC.**
2. **Duration.** The period of duration is perpetual.
3. **Purpose.** The purpose is to provide consulting and designing services to art museums and exhibits and to engage in any activities under the laws of the United States and Florida.
4. **Capital Stock.** The corporation is authorized to issue one hundred thousand shares of common stock at \$ .01 par value.
5. **Initial Registered Office and Agent.** The name and address of the initial registered agent and office of this corporation is as follows:  
  
**Stanley E. Johnson, Jr.**  
**1444 Biscayne Boulevard, Suite 220**  
**Miami, Florida 33132**
6. **Principal Office and Mailing Address.** The initial principal office of this corporation and its initial mailing address is as follows:

**Lisa Gore**  
**601 11 Street, Apt 3**  
**Miami Beach, Florida 33139**

**Document Prepared by:**  
**STANLEY E. JOHNSON, JR., ESQ.**  
**1444 Biscayne Boulevard**  
**Suite 220**  
**Miami, Florida 33132**  
**Tel. (305) 372-2797**  
**Florida Bar No. 472395**

Articles of Incorporation  
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7. **Initial Board of Directors.** This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial directors of this corporation are:

Lisa Gore  
601 11 Street, Apt. 3  
Miami Beach, Florida 33139

8. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

Lisa Gore  
601 11 Street, Apt. 3  
Miami Beach, Florida 33139

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

10. **Indemnification.** This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law as currently in effect or as amended in the future.

11. **Debts of the Corporation.** The private property of the shareholders shall not be subject to payment of the corporate debts in any event.

12. **Conflict of Interest.** This corporation, expressly elects not to be governed by Florida Statutes Section 607.0901 (1991), as amended, relating to affiliated transactions. No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are peculiarly or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be party to, or may be peculiarly or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

609500009644

Articles of Incorporation  
Page 3

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles  
of Incorporation this 20 day of April, 1996.

Lisa Gore  
Lisa Gore, Incorporator  
Stanley E. Johnson, Jr.  
Stanley E. Johnson, Jr., Registered Agent

STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority personally appeared Lisa Gore, to me  
known to be the person who executed the foregoing Articles of Incorporation, and he  
acknowledged to me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20 day of  
April, 1996.

John Browdy  
Notary Public  
State of Florida

My Commission Expires:



JOHNNY BROWDY is  
My Commission 00340000  
Expires Feb. 08, 1998  
Bonded by HAI  
800-428-1000

STATE OF FLORIDA )  
COUNTY OF DADE )

Before me, the undersigned authority personally appeared Stanley E. Johnson, Jr.,  
to me known to be the person who executed the foregoing Articles of Incorporation, and  
he acknowledged to me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20 day  
of April, 1996.

John Browdy  
NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:



JOHNNY BROWDY is  
My Commission 00340000  
Expires Feb. 08, 1998  
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800-428-1000

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Articles of Incorporation  
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STATE OF FLORIDA    }  
COUNTY OF DADE     }

The undersigned being the duly elected and acting Director/President for ART RESEARCH & TRADE, INC. does on behalf of ART RESEARCH & TRADE, INC. certify that she is familiar with and accepts the duties and responsibilities of Director/President for ART RESEARCH & TRADE, INC.

By: Lisa Gore  
NAME: Lisa Gore  
TITLE: Director/President

STATE OF FLORIDA    }  
COUNTY OF DADE     }

The foregoing instrument was acknowledged before me this 20 day of APRIL, 1996 by Lisa Gore, who has produced \_\_\_\_\_ as identification for ART RESEARCH & TRADE, INC. or ☒ is personally known by me.



STANLEY E. JOHNSON JR.  
My Commission Expires May 27, 1998  
Bonded by H&H  
800-428-1888

Stanley E. Johnson Jr.  
Name: \_\_\_\_\_  
Notary Public

14900005606

STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE     )

The undersigned being the duly elected and acting Register Agent for ART RESEARCH & TRADE, INC. does on behalf of ART RESEARCH & TRADE, INC. certify that he is familiar with and accepts the duties and responsibilities as Register Agent for ART RESEARCH & TRADE, INC.

By: Stanley E. Johnson, Jr.  
Name: Stanley E. Johnson, Jr.  
Title: Register Agent.

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 20 day  
of April, 1996 by Stanley E. Johnson, Jr., who has produced  
\_\_\_\_\_ as identification for ART RESEARCH & TRADE, INC.  
or / is personally known by \_\_\_\_\_



JONATHAN BROWDY IS  
My Commission C0348888  
Expires Feb. 01, 1998  
Bonded by M&B  
888-488-1000

Jonathan Browdy, Jr.  
Name: \_\_\_\_\_  
Notary Public.

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