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May 17, 1996

VIA FEDERAL EXPRESS
(Airbill No. 8863452706)

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

RE: FLORIDA HOME GALLERY, INC.

Gentlemen:

Enclosed herewith please find the original and a copy of the Articles of Incorporation of Florida Home Gallery, Inc., duly executed by the Incorporator and Registered Agent thereof.

I am also enclosing a check in the amount of One hundred twenty-two dollars and 50/100 (\$122.50) representing the fee for the filing of these Articles of Incorporation and a certified copy.

Please return same to my office via the enclosed Federal Express envelope.

Should you have any questions, please contact the undersigned.

Very truly yours,

ROBERT D. SLEWETT
For the firm

RDS/mc
enc.

NEW YORK OFFICE
674 FIFTH AVENUE
2ND FLOOR
NEW YORK, N.Y. 10038
(212) 391-2080

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STATE OF FLORIDA

LAW OFFICES

STEINBERG, SLEWETT
& YAFFE, P.A.

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PAUL B. STEINBERG (FLA. & D.C.)
ROBERT D. SLEWETT (FLA.)
ROBERT H. YAFFE (FLA.)
MORRIS L. STEINBERG (N.Y.)

* PLEASE REPLY TO OUR
MIAMI BEACH OFFICE

**ARTICLES OF INCORPORATION
OF
FLORIDA HOME GALLERY, INC.**

FILED
JUN 20 1965
STATE OF FLORIDA
HALL COUNTY

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FLORIDA HOME GALLERY, INC.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock having \$1.00 par value. The corporation will begin business with Five Hundred (\$500.00) Dollars in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE IV. PRINCIPAL PLACE OF BUSINESS

The street address of the initial principal place of business of the corporation shall be 7930 N.W. 36th Street, Miami, Florida 33166, or such other location as the Board of Directors may designate.

ARTICLE V. TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one.

ARTICLE VII. SUBSCRIBER

The name and street address of the subscriber of this corporation is:

Robert D. Slewett, Esq.
767 Arthur Godfrey Road
Miami Beach, Florida 33140

ARTICLE VIII. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 767 Arthur Godfrey Road, Miami Beach, Florida 33140, and the name of the initial registered agent of this corporation at that address is ROBERT D. SLEWETT.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Dade County, Florida, for the uses and purposes aforesaid, this
17th day of May, 1996.



ROBERT D. SLEWETT
Subscriber

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
ROBERT D. SLEWETT, known to me to be the person who executed the
foregoing Articles of Incorporation, and he acknowledged before me
that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal in the County and State aforesaid this 17th day of May,
1996.




NOTARY PUBLIC
State of Florida at Large



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as registered agent for **FLORIDA HOME GALLERY, INC.** and agrees to comply with the provisions of these Articles and the applicable Florida Statutes.

Dated this 17th day of May, 1996.



ROBERT D. SLEWETT
Registered Agent

FILED
56 MAY 20 AM 10:46
STATE
TALLAHASSEE, FLORIDA