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Miami, September 9th, 1996

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DIVISION OF CORPORATIONS P.O. BOX 6327 Tallahassee, FL 32314

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RE: THE AMERICAS COLLECTION FRAMING CORP. New Corporation

We enclose the Articles of Incorporation of The Americas Collection Framing Corp. as a new filing, and also our check # 5253 in the amount of \$ 122.50 to cover the fees.

Please send the documents to our address above, once they have been approved and sealed.

Sincerely,

Reberto I. Fernandez

Controller

A. 116/560

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ARTICLE I - NAME

The name of this corporation is THE AMERICAS COLLECTION FRAMING COh?.

ARTICLE II - DURATION

This corporation is to have perpotual existence commencing October 1, 1996

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One (\$1.00) Dollar par value common stock. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America or property, labor or services at a valuation to be fixed by the Director.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 2440 Ponce de Leon Blvd., Miami, FL 33134 and the name and address of the initial registered agent is Roberto I. Fernandez, at 126 Aragon Avenue, Coral Gables, FL, 33134.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased by the By-Laws to seven directors but shall never be less than one. The name and address of the initial directors of this corporation are Ramiro Ortiz, 12100 Pine Needle Lane, Miami, FL, 33156, and Dora Valdes-Fauli, 513 Majorca Ave., Coral Gables, FL, 33134.

## ARTICLE VII - INCORPORATION

The names and addresses of the persons signing these Articles are Ramiro Ortiz, 12100 Pine Needle Lane, Miami, FL, 33156

Dora Valdes-Fauli, 513 Majorca Ave., Coral Gables, FL, 33134.

ARTICLE VIII - INDEMNIFICATION

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

## ARTICLE IX - OFFICERS

This corporation shall initially have two officers consisting of a President/Treasurer, and a Vice-President/ Secretary.

The number and type of officers may be changed from time to time by the bylaws, but shall never be less than one officer consisting of a President/Secretary. The names and addresses of the officers are as follows: Ramiro Ortiz, 12100 Pine Needle Lane, Miami, FL, 33156 — President/Treasurer

Dora Valdes-Fauli, 513 Majorca Ave., Coral Gables, FL, 33134 - Vice-President/ Secretary.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this \_\_\_\_\_\_ th day of September, 1996.

RAMIRO ORTIZ

OPA VALDES-FAULI

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STATE OF FLORIDA:

:SS:

COUNTY OF DADE:

BEFORE ME, a Notary Public authorized to take acknowledgments personally appeared Ramiro Ortiz and Dora Valdes-Fauli.

known to me and known by me to be the persons who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this

Notary Public, State of Florida

My commission expires:

ROBERTO 1 FERNANDEZ

BOTANT ANY COMM Exp. 8/06/00

Bonded By Service Ins.

No CC574889

[No CC574889]

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# ACCEPTANCE OF REGISTERED AGENT

The undersigned, Roberto I. Fernandez, 126 Aragon Avenue, Coral Gables, FL, 33134, hereby is familiar and accepts the duties and responsabilities as Registered Agent for The Americas Collection Framing Corp.

DATED: SENTEMISER 9, 1956

ROBERTO I, FERNANDEZ