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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 26, 1996

Secretary of State  
Division of Corporation  
PO Box 6327  
Tallahassee, Florida 32314

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-09/30/96--01056--003  
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Dear Ladies and Gentlemen:

Enclosed are two (2) of the following original documents:

1. Articles of Incorporation for The Garden Art Gallery, Inc., and
2. Certificate of Designation of Registered Agent .

Enclosed also is a check in the amount of \$122.50 payable to the Secretary of State for the filing fee and for the return of one certified original of each of the enclosed documents.

Please call me if you have any questions.

Sincerely,

  
Carrie Lavargna

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## ARTICLES OF INCORPORATION

OF

The Garden Art Gallery, Inc.

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

### ARTICLE I: NAME

The name of this Corporation (the "Corporation") shall be "The Garden Art Gallery, Inc."

### ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 9250 S.W. 83 Street, Miami, Florida 33173.

### ARTICLE III: CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of one (\$1.00) dollar per share.

### ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Carrie Lavagna, 9250 S.W. 83 Street, Miami, Florida.

### ARTICLE V: INCORPORATOR


The name and street address of the incorporator to these Articles of Incorporation is Carrie Lavagna, 9250 S.W. 83 Street, Miami, Florida 33173.

## ARTICLE VI: GENERAL PROVISIONS

(a) The Corporation may transact business, borrow, lend or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

(b) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

The undersigned has executed these Articles of Incorporation this 26<sup>th</sup> day of September, 1996.

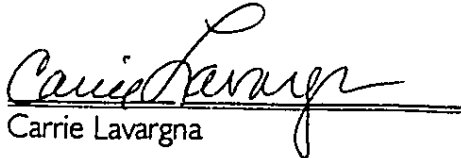
  
Carrie Lavagna, Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED CLERK

Pursuant to the provisions of Section 607.0501, Florida Statutes, the corporation mentioned below, 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.

1. The name of the corporation is "The Garden Art Gallery, Inc."
2. The name and address of the registered agent and office is Carrie Lavargna, 9250 S.W. 83 Street, Miami, Florida 33173.

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.

  
Carrie Lavargna

Dated: September 26, 1996

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