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Mark Daniel Fiedel
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Suite 802 Biscayne Building
19 West Flagler Street
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October 4, 1996

Certified Mail/Return Receipt: P 485 382 450

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

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-10/03/96--01002--006
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SUBJECT: BAL HARBOUR GALLERY, INC.

Enclosed please find an original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent for the above corporation and my operating check number # 1303 in the amount of \$ 122.50, representing \$ 35.00 filing fee, \$35.00 Designation of Registered Agent, and \$52.50 for a certified copy.

Upon your receipt and filing, please return to me a certified copy of the articles of incorporation .

Thank you for your prompt attention to this matter.

Very truly yours,


Mark Daniel Fiedel

MDF/slf
enclosures

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF**

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CORPORATIONS
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BAL HARBOUR 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 ONE
NAME**

The name of the Corporation is: **BAL HARBOUR GALLERY, INC.**

**ARTICLE TWO
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE THREE
PURPOSE**

The purpose or purposes for which the Corporation is organized are to engage in any and all activity within the purposes for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE FOUR
GENERAL POWERS**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, as provided under the Florida Business Corporation Act, including without limitation:

- (a) To sue and be sued, complain, and defend in its corporate name;
- (b) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;

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(c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;

(d) To sell, convey, mortgage, pledge, create a security interest in, lease exchange, and otherwise dispose of all or any part of its property;

(e) To lend money to, and use its credit to assist, its officers and employees in accordance with the laws of the State of Florida.

(f) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;

(g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are

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necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

(h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(i) To conduct its business, locate offices, and exercise its powers within or without the State of Florida;

(j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;

(k) To make and amend bylaws, not inconsistent with these Articles of Incorporation or with the laws of this state, for managing the business and regulating the affairs of the Corporation;

(l) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;

(m) To provide insurance for its benefit on the life of any of its directors, officers, employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

(n) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

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**ARTICLE FIVE
CAPITAL STOCK**

The aggregate number of shares that the Corporation has authority to issue is One Thousand (1000) shares, all of which shall be common shares with par value of One Hundred Dollars (\$100.00) per share.

**ARTICLE SIX
PREEMPTIVE RIGHTS**

Each shareholder shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

**ARTICLE SEVEN
PRINCIPAL OFFICE**

The street address of the initial principal office of the Corporation is 9700 Collins avenue, Suite 265, Bal Harbour, Florida 33154.

**ARTICLE EIGHT
INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is Nirmal Vaswani, 9700 Collins avenue, Suite 265, Bal Harbour, Florida 33154.

**ARTICLE NINE
MANAGEMENT BY BOARD OF DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors.

**ARTICLE TEN
INCORPORATOR**

The name and address of the incorporator is:

Nirmal Vaswani

9700 Collins avenue, Suite 265, Bal Harbour, Florida 33154.

**ARTICLE ELEVEN
COMMENCEMENT OF EXISTENCE**

The Corporation shall commence its existence upon filing these Articles of Incorporation with the Florida Secretary of State, Division of Corporations.

IN WITNESS WHEREOF, I, the undersigned have subscribed my name and executed these Articles of Incorporation on this 15th day of October, at Miami, Flor. Ia.

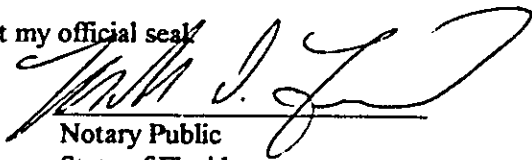

NIRMAL VASWANI
Incorporator

STATE OF FLORIDA
COUNTY OF DADE

On this 15th day of OCTOBER, 1996 before me a Notary Public, the undersigned officer, personally appeared NIRMAL VASWANI, who is personally known to me and who provided the following form of Identification of the above named person: Fla. Drivers License # _____ whose name is subscribed to the Articles of Incorporation within, and acknowledged that he executed the Articles of Incorporation for the purposes contained in the instrument.

IN WITNESS WHEREOF, I sign here and set my official seal




Notary Public
State of Florida
My commission
expires 6-23-98

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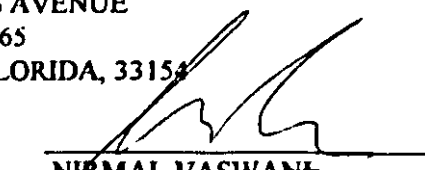
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.051, Florida Statutes, the undersigned corporation, 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: **BAL HARBOUR GALLERY, INC.**
2. The name and address of the registered agent and office is:

NIRMAL VASWANI
9700 COLLINS AVENUE
Suite 265
BAL HARBOUR, FLORIDA, 33154



NIRMAL VASWANI
Incorporator
October 1, 1996

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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.



NIRMAL VASWANI
OCTOBER 1, 1996

Mark Daniel Fiedel
Attorney at Law