

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-223-3333 FAX

800-342-8086

P96000093555



PRETITE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 154916 80992A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 14, 1996

ORDER TIME : 10:0 AM

ORDER NO. : 154916-005

CUSTOMER NO: 80992A

CUSTOMER: Lewis G. Gordon, Esq
LEWIS G. GORDON, ESQ

Suite 700
1320 South Dixie Highway
Miami, FL 33146

EFFECTIVE DATE

11.13.96

300002004609--1
-11/14/96--01054--021
****122.50 ****122.50

FILED
96 NOV 16 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FL

DOMESTIC FILING

NAME: ST. PETERSBURG GALLERY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

KR
11.15.96

RECEIVED
96 NOV 14 AM 10:53
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

EFFECTIVE DATE
11.13.96

ST. PETERSBURG GALLERY, INC.,

FILED
96 NOV 14 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber (s) of these Articles of Incorporation, each natural person competent to contract, hereby associates themselves to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: St. Petersburg Gallery, Inc.,

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of allowing it to engage in any facet of business dealing with any facet of art and collectable and, in general, to carry on any other legal business whatsoever under the laws of the United States and the State of Florida.

ARTICLE III - GENERAL STOCK

The maximum number of shares of stock that this corporation is authorize to have outstanding at any times is:

NUMBER OF SHARES

PAR VALUE

100

\$1.00

ARTICLE IV - TERM OF DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE V- CORPORATION'S ADDRESS

The initial address of the principal office of this corporation in the State of Florida shall be as follows:
1320 So. Dixie Highway, Suite 700, Coral Gables, Fl 33146. The Board of Director (s) may from time to time move the principal office to any other address in the State of Florida and establish subsidiaries in any place within and without the United States.

ARTICLE VI - NUMBER OF DIRECTOR (s)

This corporation shall have two director initially. The number of director (s) may be increased or diminished from time to time by the laws adopted by the stockholder (s) but shall never be less than one (1).

ARTICLE VII - INITIAL BOARD OF DIRECTOR (s)

The names and post office address (es) of the first Board of Director (s) who subject to the provisions of the Certificate of Incorporation, By-Laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporations

existence or until their successor (s) are elected and have qualified. These Director (s) and address (es) are:

<u>NAME OF DIRECTOR (s)</u>	<u>ADDRESS (es)</u>
Eric Grayson	300 Palm Ave., Miami Beach, FL
Bob Lynch	6510 Madison St., W.New York, NJ

ARTICLE VIII-INCORPORATOR

The name and address of the person(s) signing these Articles is: Eric Grayson.

ARTICLE IX - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by the law. Every amendment shall be approved by the Board of Director (s) proposed by them to the stockholder (s) and approved at a stockholder (s) meeting by the majority of the stock entitled to vote thereon.

ARTICLE X- DESIGNATION OF REGISTERED AGENT

The following person is hereby named as Registered Agent for this corporation to be its agent and to accept service of process within the State of Florida at the below registered address:

REGISTERED AGENT

Lewis G. Gordon, Esq.,

ADDRESS

1320 So. Dixie Highway, Suite 700
Coral Gables, Fl 33146

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the following corporation: St. Petersburg Gallery, Inc., at the place designated in these articles. I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


LEWIS G. GORDON, ESQ.,
REGISTERED AGENT

ARTICLE XI-BY LAWS

The power to adopt, alter, amend, or appeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII -INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation this 13 day of NOV, 1996.


NAME: ERIC GRAYSON

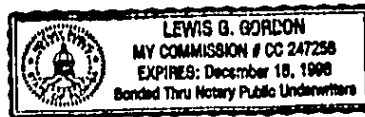
STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY, that on this day, before me, a notary public duly authorized to administer oaths and take acknowledgments personally appeared ERIC GRAYSON known to me to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, who acknowledged before me that I subscribed to and executed the same, that I relied upon the following form of identification of the above-named person; Florida Drivers License and that an oath was taken.

WITNESS, my hand and official seal in the County and State
last aforesaid this 13th day of Nov-, 1996.


Notary Public

My Commission Expires:



FILED
96 NOV 14 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA