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ROSS G. BAYLOR

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December 18, 1996

FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32301-2412

RE: Articles of Incorporation
Clematis Fine Art, Inc.

NEW YORK OFFICE
ROCKEFELLER CENTER
630 FIFTH AVENUE
NEW YORK, NY 10111
(212) 489-8104

300002034093--8
-12/19/96--01082--019
****122.50 ****122.50

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Upon filing, please return the certified copy of the Articles of Incorporation to this office.

Our check in the amount of \$122.50 is enclosed in payment of the following fees:

Filing Fees	\$35.00
Certified copy of Articles of Incorporation	52.50
Registered Agent Designation	<u>35.00</u>

\$122.50

EFFECTIVE DATE
1-2-97

Your prompt attention to this matter is appreciated.

Sincerely,

Rita Glasel

Rita Glasel
Paralegal

Encls.

21/24

DEC 23 1996

BSB

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CLEMATIS FINE ART, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, as follows:

ARTICLE I

The name of the corporation is: Clematis Fine Art, Inc.

ARTICLE II

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

The corporation is authorized to issue 500 shares of common stock at a par value of \$1.00 per share.

ARTICLE IV

The corporation will have perpetual existence.

ARTICLE V

The street address of the initial principal office and the mailing address of the corporation is: 81 Via Verona, Palm Beach Gardens, FL 33418.

ARTICLE VI

The street address of the initial registered office of the corporation is: 81 Via Verona, Palm Beach Gardens, FL 33418.

The initial registered agent of the corporation at that office is: Diane Cardaci.

ARTICLE VII

These Articles of Incorporation will be effective, and corporate existence will commence at 9:00 a.m. on January 2, 1997.

ARTICLE VIII

The name and address of the incorporator is:

Diane Cardaci, 81 Via Verona, Palm Beach Gardens, FL 33418.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for the purpose aforesaid.

Diane Cardaci
Diane Cardaci (Incorporator)

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, personally appeared Diane Cardaci, to me known to be the person described as Incorporator, who executed the foregoing Articles of Incorporation, acknowledged before me that she subscribed these Articles of Incorporation, that she produced the following as identification: FL Drivers License, and that he did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of December, 1996.

Ross G. Baylor
Notary Public, State of Florida
Printed Name: ROSS G. BAYLOR

My Commission Expires:

EFFECTIVE DATE

1-2-97

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TALLAHASSEE, FLORIDA

DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE OF DESIGNATION

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

That CLEMATIS FINE ART, INC., desiring to organize or qualify under the laws of the State of Florida, with its registered office at 81 Via Verona, Palm Beach Gardens, Florida 33418, has named Diane Cardaci, located at the same address, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with, and accept the obligations of the position of registered agent.

Signature *Diane Cardaci*
(Registered Agent)

Date: December 18, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA