

LAW OFFICES OF
MARC J. POSTELNEK

P9700002723

SUITE 11-B
407 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33139
97 JAN -6 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DADE (305) 538-7210
BROWARD (305) 920-0663
FAX (305) 534-5470

January 3, 1997

Via Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

100002048631--1
-01/07/97--01116--006
****122.50 ****122.50

RE: NEW AGE ART, INC.

Gentlemen:

Enclosed herewith you will please find Articles of Incorporation for New Age Art, Inc., along with my check payable to the Secretary of State in the amount of \$122.50. Please file the Articles and return a certified copy of same to this office.

Thank you for your kind attention to this matter. If you have any questions, please feel free to contact me.

Very truly yours,


MARC POSTELNEK

MP:cm
Enclosures

cc: Mrs. Hana Stern

PH
1/10/97

ARTICLES OF INCORPORATION

OF

NEW AGE ART, INC.

FILED

97 JAN -6 PM 1:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, do submit these Articles for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporation.

ARTICLE I

The name of the corporation shall be: NEW AGE ART, INC.
Its business shall be conducted at 169 East Flagler Street, Suite 1024, Miami, Florida 33131, or at such other points or places in the State of Florida, the United States, or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by the Corporation is as follows:

The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes 607 et seq.

ARTICLE III

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 1,000 shares of Common Stock at \$1.00 Dollar par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the Incorporators or by the Directors at the meeting called for such purpose.

ARTICLE IV

This Corporation shall begin business with a capital of \$200.00 Dollars and the undersigned incorporators do hereby state that there has already been paid into the Corporation on behalf of the subscribers set forth herein the sum of \$200.00.

ARTICLE V

This Corporation shall exist perpetually.

ARTICLE VI

The business of this Corporation shall be conducted by a Board of Directors of not less than one Director, the exact number of Directors to be fixed by the Bylaws of this Corporation. Directors must be stockholders.

ARTICLE VII

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office until the organization meeting of this Corporation, and until their successors are elected and have qualified are:

HANA STERN
169 East Flagler Street, Suite 1024
Miami, FL 33131

TIBOR STERN
169 East Flagler Street, Suite 1024
Miami, FL 33131

ARTICLE VIII

The offices to be held by the above named Directors are as follows:

HANA STERN: President
TIBOR STERN: Secretary & Treasurer

ARTICLE IX

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
HANA STERN	169 East Flagler St., #1024 Miami, FL 33131	100	\$100.00
TIBOR STERN	169 East Flagler St., #1024 Miami, FL 33131	100	\$100.00

ARTICLE X

The name and address of the initial registered agent is:

HANA STERN
169 East Flagler Street, Suite 1024
Miami, FL 33131

ARTICLE XI

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as a director or officer of the Corporation, and each person who serves at the request of the corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being director or officer of the Corporation, or by reason of any action alleged to have taken or omitted by him/her

as a director or officer. The Corporation shall reimburse each person for all costs, legal fees and other expenses reasonably incurred by him/her in connection with any claim of liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE XII

No contract or other transaction between this corporation and any other firm or corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporations are pecuniarily or otherwise interested in, or are directors or officers of, such other firm or corporation, provided that the fact that he/she is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such

contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he/she were not a director or officer of such other corporation or not so interested.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 2nd day of January, 1997.

X HANA STERN

X TIBOR STERN

STATE OF FLORIDA)

SS:

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared HANA STERN, to me known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation and she acknowledged, before me, that she executed the same for the purposes therein expressed; that [check one] ✓ said person is personally known to me [or] I relied on the following form of identification of said person:

WITNESS my hand and official seal in the county and State aforescribed this 2nd day of January, 1997.

Catherine H. Metzger
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:



STATE OF FLORIDA)

SS:

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared TIBOR STERN, to me known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation and he acknowledged, before me, that he executed the same for the purposes therein expressed; that [check one] ✓ said

person is personally known to me [or] _____ I relied on the following form of identification of said person:

WITNESS my hand and official seal in the County and State
aforescribed this 2nd day of January, 1997.

Catherine H. Metzger
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:



FILED

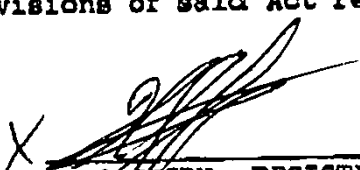
97 JAN -6 PM 1:26

**CERTIFICATE DESIGNATING REGISTERED AGENT, UPON STATE
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE SEE FLORIDA**

In pursuance of Chapter 48.091 of the Florida Statutes,
the following is submitted in compliance with said Act:

First, that **NEW AGE ART, INC.**, a Florida Corporation
qualified to do business under the laws of this State, with its
principal office at 169 East Flagler Street, Suite 1024, Miami,
FL 33131, has appointed **HANA STERN** as its agent to accept
service of process within this State.

Having been named to accept service of process for the
above stated corporation, at the place designated in this
certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of said Act relative to keeping
open said office.

X 

HANA STERN, REGISTERED AGENT
169 East Flagler Street, Suite 1024
Miami, FL 33131