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February 13 , 1997

Corporate Records Bureau
Division of Corporations
Department of State
PO Box 6327
Tallahassee, FL 32301

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****122.50 ****122.50

Re: Fine Arts Distributors, Inc.

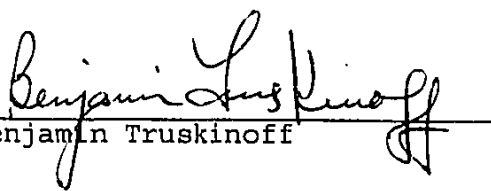
Dear Sirs:

Enclosed please find an original and two copies of the Articles of Incorporation for the above captioned Corporation. I am enclosing my check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$35.50
Certified Copy of Articles of Incorporation	52.00
Designation of Resident Agent	35.00

Also enclosed herein is a Certificate designating Place of Business and Agent. Please return a certified copy of the Articles of Incorporation at your earliest opportunity.

Thank you for your cooperation in this matter.


Benjamin Truskinoff

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

ARTICLE I - NAME

The name of this corporation is Fine Arts Distributors, Inc.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual and shall commence upon the signing and acknowledging of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of One Dollar (\$1.00) par value common stock. All stock of the corporation shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as added by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property, other than stock or securities, in lieu of cash, or services, at a just valuation to be determined by the Board of Directors of this corporation.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1104 NW 79th Drive, Plantation, FL 33322 and the name of the initial registered agent of this corporation is Benjamin Truskinoff.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is: Benjamin Truskinoff, 1104 NW 79th Drive, Plantation, FL 33322.

ARTICLE VIII - CORPORATE MAILING ADDRESS

The principal mailing address of the corporation is: 1104 NW 79th Drive, Plantation, FL 33322.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is: Benjamin Truskinoff, 1104 NW 79th Drive, Plantation, FL 33322.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officers or directors, or any former officers or directors, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13 day of Feb 1997.

Benjamin Truskinoff
Benjamin Truskinoff

FILED
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NOTARY PUBLIC
STATE OF FLORIDA

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 13 day of Feb 1997, who is personally known to me, ~~or who~~
~~has produced~~ _____ ~~as identification and who did not~~
~~take an oath.~~

My Commission Expires:



JEROME L. ROSEN
MY COMMISSION # CC017519 EXPIRES
September 14, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

Jerome L. Rosen
Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

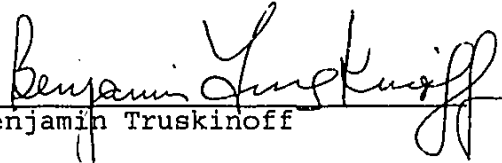
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TALLAHASSEE, FLORIDA

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

FIRST: That Fine Arts Distributors, Inc., a corporation, desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation in the City of Plantation, FL, County of Broward, State of Florida, has named Benjamin Truskinoff who is located at 1104 NW 79th Drive, Plantation, FL 33322 as its Registered Agent to accept service of process within the State.

ACKNOWLEDGMENT

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.


Benjamin Truskinoff