

P97000035159

4/18/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:22 PM

((H97000006361 4))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: ASTORIA FINE ART, INC.
AUDIT NUMBER.....H97000006361
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 3
CERT. COPIES.....0 DEL.METHOD.. FAX
EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

APR 18

FILED
APR 18 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000006361

FILED

97 APR 18 PM 3:53

STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

ASTORIA FINE ART, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of the corporation shall be:

ASTORIA FINE ART, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2980 PONCE DE LEON BLVD
CORAL GABLES, FL 33134

ARTICLE III - PURPOSE

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 (one) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by: Yesit J. Campo
85 Grand Canal Dr Ste 102
Miami, FL 33144
(305) 262-4990

H97000006361

H97000006361

ARTICLE VI-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

OSWALDO AGUDELO
2980 PONCE DE LEON BLVD
CORAL GABLES, FL 33134

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are:

OSWALDO AGUDELO
PRESIDENT \ TREASURER

2980 PONCE DE LEON BLVD
CORAL GABLES, FL 33134

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these articles is:

OSWALDO AGUDELO
2980 PONCE DE LEON BLVD
CORAL GABLES, FL 33134

ARTICLE IX - INDEMNIFICATION


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

H97000006361

H97000006361

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the board of directors and the shareholders. In witness whereof, the undersigned incorporator has executed these articles of incorporation this 2th day of APRIL, 1997


OSWALDO AGUDELO

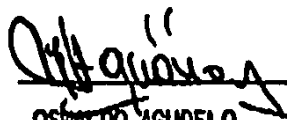
CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSED:

That ASTORIA FINE ART, INC. to organize under the laws of the state of Florida has appointed OSWALDO AGUDELO of 2980 PONCE DE LEON BLVD, CORAL GABLES, FL 33134 as its registered agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named by the first board of directors of ASTORIA FINE ART, INC. 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 agree to comply with the applicable provisions of the Florida Statutes. this 2th day APRIL, 1997


OSWALDO AGUDELO
Registered Agent

FILED
97 APR 18 PM 3:53
TALLAHASSEE, FLORIDA

H97000006361