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May 6, 1997

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*****70.00 *****70.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

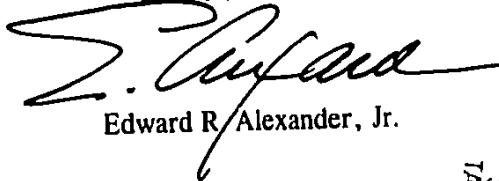
RE: Articles of Incorporation of Northern Knights Fine Art Corporation

Dear Sir/Madam:

Enclosed please find this firm's check in the amount of \$70.00, to cover the filing fee for the articles of incorporation for the above-referenced corporation together with two copies of the articles of incorporation.

Please file the articles and forward a stamped copy of the articles to the above address. Thank you in advance for your assistance with this matter.

Very truly yours,


Edward R. Alexander, Jr.

ERA/kl
Enclosure

~~RE: MAY 13 1997~~
MAY 14 1997

FILED
97 MAY -9 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
97 MAY -9 AM 9:3
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NORTHERN KNIGHTS FINE ART CORPORATION**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this Corporation shall be:

NORTHERN KNIGHTS FINE ART CORPORATION

ARTICLE II - Principal Office

The address of the principal office and the mailing address of the Corporation is 1271 LaQuinta Drive, Suite 4, Orlando, Florida 32809.

ARTICLE III - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV - Capital Stock

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100,000 shares of common stock having a par value of \$.01 per share, said stock consisting of 100,000 shares of Class A common stock and no shares of Class B common stock. The characteristics of each class of common stock shall be as follows:

The Class A common stock shall be voting stock and the holders thereof shall be entitled to vote on all issues upon which the shareholders are entitled to vote. The Class B common stock shall be non-voting and the holders thereof shall not be entitled to any vote on any issue.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and non

assessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE V - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 1271 LaQuinta Drive, Suite 4, Orlando, Florida 32809 and the name of the initial registered agent of this Corporation at that address is Kathleen Anish.

ARTICLE VII - Directors

- A. The initial number of Directors of this Corporation shall be two.
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The names and street address of the initial members of the Board of Directors, each to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Barry Kirshner	1271 LaQuinta Drive, Suite 4, Orlando, Florida 32809
Kathleen Anish	1271 LaQuinta Drive, Suite 4, Orlando, Florida 32809

- F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - Incorporator

The name and street address of the incorporator signing these Articles is:

Name

Street Address

Paul Anish

1271 LaQuinta Drive, Suite 4, Orlando, Florida 32809

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XII - Shareholders' Agreements

The Shareholders of the voting stock of the Corporation may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Corporation, provide for direct Shareholder management of the business and affairs of the Corporation, treat the Corporation as if it were a partnership, or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Corporation by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Corporation and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for

Shareholders as provided in the Florida Business Corporation Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation referencing the Shareholders' Agreement. No committee of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

ARTICLE XIII - Shareholder Quorum

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the Shareholders, provided that specified items of business that require a vote by a class or series of stock shall need a majority percent of such class or series to constitute a quorum.

ARTICLE XIV - Director Quorum

A majority percent of the Directors shall constitute a quorum for the transaction of business.

ARTICLE XV - Shareholder Voting

The affirmative vote of a majority of the shares represented at a Shareholders' meeting and entitled to vote on the subject matter of such meeting shall be the act of the Shareholders.

ARTICLE XVI - Director Voting

The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE XVII - Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 31 day of March, 1997.


PAUL ANISH

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Northern Knights Fine Art Corporation.

DATED this 31 day of March, 1997.

Kathleen Anish
KATHLEEN ANISH

FILED
97 MAY -9 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA