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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: FINE ART GALLERIES, INC.
AUDIT NUMBER.....H97000011341

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION
OF

FINE ART GALLERIES, INC.

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: FINE ART GALLERIES, INC.

The principal place of business of this corporation shall be:

6310 Appalossa Trail, Ft. Lauderdale, Fl. 33330

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

1,000 Shares

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

President: Albert Molina	6310 Appalossa Trail, Ft. Lauderdale, FL 33330
V/President: Michael Slaton	6310 Appalossa Trail, Ft. Lauderdale, FL 33330
Sec/Treas.: Steve Sands	6310 Appalossa Trail, Ft. Lauderdale, FL 33330

Prepared by: Albert Molina
6310 Appalossa Trail
Ft. Lauderdale, Fl. 33330
(305) 625-8657

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of Incorporation is(are):

Albert Molina 6310 Appalossa Trail
Ft. Lauderdale, FL 33330

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 8 day of July, 1997.

Signature(s) of Incorporator(s)

Albert R. Molina

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

Fine Art Galleries, Inc.

2. The name and address of the registered agent and office is:

Albert Molina

(P.O. BOX NOT ACCEPTABLE)

6310 Amalossa Trail, Ft. Lauderdale, FL 33330
(CITY/STATE/ZIP)

SIGNATURE

Albert R. Molina

TITLE

President

DATE

7/8/97

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Albert R. Molina

DATE

7/8/97

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