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ABC BOOKKEEPING SERVICE 6800 CODY STREET HOLLYWOOD FLORIDA 33024

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Department of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Enclosed please find two (2) copies of the Articles of Incorporation for MacFadden Fine Art & Framing Inc. ,with a check to cover the Filing Fee and Designation of Registered Agent

Thank you(

SHARON KRAFT

ABC BOOKKEEPING SERVICE

Please return all paperwork to:

SHARON KRAFT - ABC BOOKKEEPING SERVICE 6800 CODY STREET HOLLYWOOD FLORIDA 33024

Thank you for your cooperation.

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AUTHORIZATION BY PHONE TO

CORRECT Orticles

DATE 7-29-97

DOC. EXAM. SC

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T.M.-4/29/9>

ARTICLES OF INCORPORATION

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 1 - NAME

The name of the corporation shall be: Macfadden Fine Art & Framing, Inc.

The principal place of business of this Corporation shall be: 7175 SW 47TH STREET SUITE 203

MIAMI FLORIDA

33155

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 share of stock and its par value that this corporation is authorized to have outstanding at one time is 500 Share \$1.00 par value.

ARTICLE IV - TERMS OF EXISTENCE

This corporation shall exist perpetually.

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ARTICLE V - OFFICERS AND DIRECTORS

The name (s) and street address(s) 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

SECRETARY

Pamela A. MacFadden, pres. 7175 S.W. 47th Street, Suite 203 Miami, Florida 33155

VICE PRESIDENT

TREASURER

ARTICLE VI - INCORPORATORS

The name(s) and addresses of the incorporator s to these articles of incorporation is are

Pamela A. MacFadden 6018 SW 49 Street Miami, Florida 33155 In witness whereof, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 24 day of Signature of incorporator(s)

Signature of incorporator(s)

Signature of incorporator(s)

The foregoing instrument was acknowledged and sworn to before me this 24 day of Incorporator (s)

NOTARY PUBLIC

SHARUN KRAFT
My Comm Exp. 12/07/97
Bonded by Service less
No. CC18771

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CERTIFICATE OF DESIGNATING 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 designation of the registered office/registered agent, the State of Florida.

1. The name of the corporation is:

Macfadden Fine Art & Framing, Inc.

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

7175 S.W. 47th Street, Suite 203

Miami, Florida 33155

Signature

CORPORATE OFFICER

Title:____

Date: 7/24/97

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:

Registered Agent

Date: ク/。

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