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Robert G. Gargiulo
Attorney at Law
Suite D-1

4301 32nd Street West

Bradenton, FL 34205

FILED

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Admitted
Florida New York

SECRET
TALLAHASSEE, FLORIDA

Phone (941) 753-0302
Fax (941) 753-8936

July 31, 1997

Florida
Department of State
Division of Corporations
Attn: New Filings Section
P.O. Box 6327
Tallahassee, FL 34314

Re: Incorporation of 234 worth Avenue Corporation

Dear Sir or Madam:

Enclosed is an original and one copy of a certificate of incorporation for filing by your Department. Also enclosed is my check for \$70.00 for filing fees.

Please call me if there is any problem with filing this certificate of incorporation. In addition, any correspondence regarding the filing the certificate of incorporation should be addressed to the undersigned.

Thank you for your cooperation.

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

Sincerely,


Robert G. Gargiulo

Encl 3

PH
8/5/97

**ARTICLES OF INCORPORATION
OF
234 WORTH AVENUE CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State Of Florida.

ARTICLE I

The name of the Corporation shall be 234 Worth Avenue Corporation.

ARTICLE II

The principal place of business and mailing address of the Corporation is 234 Worth Avenue, Palm Beach, Florida 33480.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have out standing is one thousand (1,000) shares of one class of common stock having no par value.

ARTICLE IV

The name and address of the initial registered agent is:

Carol Dexter
234 Worth Avenue
Palm Beach, Florida 33480

The Board of Directors may from time to time move the office of the registered agent to any other address in the State of Florida.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:

Carol Dexter
234 Worth Avenue
Palm Beach, Florida 33480

ARTICLE VI

The general nature of the business to be transacted by this Corporation is to buy, sell, trade, consign, and otherwise deal in paintings, objects of art and similar or related objects; and, to engage in any and all other business purposes not prohibited by the Laws of the State of Florida.

ARTICLE VII

This Corporation shall initially have one (1) director. The number of Directors may be increased or diminished from time to time according to the by-laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VIII

The name and address of the member of the initial Board of Directors is:

Carol Dexter
234 Worth Avenue
Palm Beach, Florida 33480

ARTICLE IX

These Articles of Incorporation may be amended in any manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the stockholders, and at a stockholders' meeting approved by a majority of stockholders entitled to vote thereon unless all Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

Each shareholder shall have preemptive rights only in the portion of the shares being issued or sold by the corporation from time to time in the proportion that the number of shares then held by the shareholder bears to the total number of shares then outstanding. Each shareholder shall also have, on an equal basis with other shareholders, preemptive rights on any shares being issued or sold which were not purchased by other shareholders holding preemptive rights.

ARTICLE XI

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Carol Dexter

Carol Dexter

State of Florida)
County of Manatee)

On the 28 day of July 1997, before me personally appeared Carol Dexter, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged that she executed the same freely and voluntarily for the purposes therein contained. She is personally known to me or has produced FL. D.L. # D236-112-43 as identification and did (did not) take an oath.

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M. Buslar



M. Buslar
MY COMMISSION # CC834950 EXPIRES
December 18, 1997
BONDED THREE THOUSAND FIVE HUNDRED DOLLARS, INC.

ACCEPTANCE BY REGISTER AGENT

Have been named as registered agent and designated to accept service of process for the above corporation, I, Carol Dexter, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 7/29/97

Carol Dexter

Carol Dexter