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ACCOUNT NO. : 072100000032

REFERENCE : 510104 81019A

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 70.00

ORDER DATE : August 26, 1997

ORDER TIME : 4:49 PM

ORDER NO. : 510104-005

CUSTOMER NO: 81019A

300002278593--2

CUSTOMER: Mr. Emanuel Sponder, Esq
EMANUEL SPONDER, ESQ

901 South 62nd Avenue

Hollywood, FL 33023

DOMESTIC FILING

NAME: STEVEN WHYSEL GALLERIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Patty G. Pizzuto

EXAMINER'S INITIALS:

FILED
97 AUG 27 PM 1:34
SEC. OF STATE, FLORIDA
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 27 PM 11:26
SEC. OF STATE, FLORIDA
TALLAHASSEE, FLORIDA

SN AUG 27 1997

FILED
97 AUG 27 PM 1:34
SEC. OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
8/22/97

CERTIFICATE OF INCORPORATION
OF
STEVENWHYSEL GALLERIES, INC.

THE UNDERSIGNED subscribers to these Articles of Incorporation, each a natural person, competent to contract hereby, associate themselves together to form a corporation for profit under the laws of the State of Florida; and further do agree to the following conditions of said corporation.

ARTICLE I: NAME

The name of this corporation is:

STEVENWHYSEL GALLERIES, INC.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to do all things which natural persons might or could lawfully do in the premises.

ARTICLE III: CAPITAL STOCK

One Hundred (100) shares capital stock, no par value.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which the corporation will begin business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE V: TERM OF EXISTENCE

This corporation shall have perpetual existence unless dissolved by action of law.

ARTICLE VI: COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist upon the date of the subscription and acknowledgments of these Articles of Incorporation.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal office of this corporation is 1407 St. Andrews Road, Hollywood, Florida 33021, and the name of the initial registered agent in this corporation is STEVEN WHYSEL.

ARTICLE VIII: CORPORATE MANAGEMENT BY STOCKHOLDERS

The business of the corporation shall be managed by the Stockholders of the corporation and the Stockholders may act without a meeting if consent in writing is first obtained from all of the Stockholders. The Stockholders may designate and appoint a Board of Directors, and upon the appointment of a Board, the Directors shall then have the powers granted to them by the Stockholders or as provided by law. Until such time as a Board of Directors is appointed, the Stockholders of the corporation shall have all of the powers and duties of a Board of Directors.

ARTICLE IX: SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation, the office each shall hold, of the consideration paid therefor are as follows:

| <u>Name & Officer</u> | <u>Address</u> | <u>Number of Shares</u> | <u>Amount Paid</u> |
|------------------------------------|--|-----------------------------|------------------------|
| STEVEN WHYSEL President, Secty. | 1407 St. Andrews Rd. Hollywood, Fl. 33021 | 1 share | \$500.00 |

ARTICLE X: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, if there is a Board of Directors, and then proposed by them to the Stockholders, and if there is not a Board of Directors, then to be approved at a Stockholder's Meeting by a majority of the Stockholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 22 day of August, 1997.


_____(SEAL)
STEVEN WHYSEL, Pres. Secty.

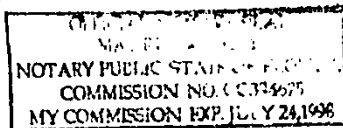
STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments in the State of Florida and county named above, personally appeared STEVEN WHYSEL, to me known to be the person described in as a Subscriber and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal this 22 day of August 1997.

Maya H. Gray
NOTARY PUBLIC, State of Florida

My Commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First-That STEVENWHYSEL. GALERIES, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of HOLLYWOOD County of BROWARD, State of FLORIDA, has named STEVEN WHYSEL located at 1407 S. Andrews Rd. Hollywood, Fl. 33021 of Broward, State of Florida as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: _____

STEVEN WHYSEL
Resident Agent

FILED
AUG 27 PM 1:34
TALLAHASSEE, FLORIDA

PREPARED BY:
EMANUEL SPONDER, ESQ.
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Hollywood, FL 33021
(305) 961-2900
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