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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: ~~JOHNNY C RODRIGUEZ~~

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: ANGELIS ART GALLERY, INC.

AUDIT NUMBER.....H97000018020

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

CERT. OF STATUS..1

PAGES.....4

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Angelis Art Gallery, Inc.

Article II. Address

The mailing address of the Corporation is:
Angelis Art Gallery, Inc.
c/o 11900 Biscayne Boulevard, Suite 268
Carballo & Pape, P.A.
North Miami FL 33181

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Joseph A. Carballo
Carballo & Pape, P.A.
11900 Biscayne Boulevard, Suite 268
North Miami FL 33181

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Maria de los Angeles Serrano
Martinez
Luis Marqueta Siibert

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Joseph A. Carballo | FL Bar Member 0983845
Carballo & Pape, P.A.
11900 Biscayne Boulevard, Suite 268
North Miami FL 33181
305-892-6944

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

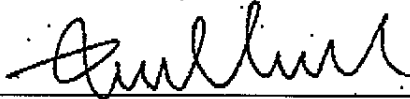
The name and address of the incorporator is:

Joseph A. Carballo
Carballo & Pape, P.A.
11900 Biscayne Boulevard, Suite 268
North Miami FL 33181

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on October 29, 1997.

The undersigned incorporator executed these Articles of Incorporation on October 29, 1997.



JOSEPH A. CARBALLO
by L.A. Uriarte as attorney-in-fact

Joseph A. Carballo | FL Bar Member 0983845
Carballo & Pape, P.A.
11900 Biscayne Boulevard, Suite 268
North Miami FL 33181
305-892-6944

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Angelis Art Gallery, Inc.

REGISTERED AGENT/OFFICE:

Joseph A. Carballo
Carballo & Pape, P.A.
11900 Biscayne Boulevard, Suite 268
North Miami FL 33181

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JOSEPH A. CARBALLO

by L.A. Uriarte as attorney-in-fact

Date: October 29, 1997

Joseph A. Carballo | FL Bar Member 0983845
Carballo & Pape, P.A.
11900 Biscayne Boulevard, Suite 268
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