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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: THE ANTIQUES & ART GALLERY, INC.,

AUDIT NUMBER.....H97000019590

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION
OF

THE ANTIQUES & ART GALLERIE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THE ANTIQUES & ART GALLERIE, INC.

The address of the principal office of this corporation shall be 1165 East Atlantic Avenue, Delray Beach, Florida 33444, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$ 1.00 per share, par value.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 10 Fairway Drive Suite 219, Deerfield Beach, Fl 33441, and the name of the initial registered agent of the corporation at that address is Scott E. Tillem.

Prepared By:

*Scott E. Tillem
10 Fairway Drive Suite 219
Deerfield Beach, Fl 33441
(954)725-0720*

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until his successor is elected or appointed is(are):

Fred Bari
10747 Buttonwood Lake Dr
Boca Raton, Fl 33498

President
Vice-Pres
Treasurer
Secretary

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ARTICLE VII. INCORPORATOR

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

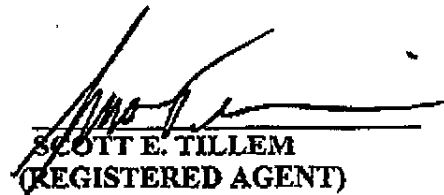
Scott E. Tillem
10 Fairway Drive Suite 219
Deerfield Beach, FL 33441

IN WITNESS WHEREOF, the undersigned has hereto set his hand on this
25th day of November, 1997.


SCOTT E. TILLEM

ARTICLE VIII. REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


SCOTT E. TILLEM
(REGISTERED AGENT)

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

In pursuance of chapter 607.34 Florida Statutes, the following is submitted,
in compliance with said Act:

First-That **THE ANTIQUES & ART GALLERIE, 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 Delray Beach , County of
Palm Beach , State of Florida has named Scott E. Tillem located at 10 Fairway
Drive Suite 219 , City of Deerfield Beach , County of Broward , State of
Florida , as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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


Signature
Registered Agent

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