

P97000103594

Mr. P. Henson
262 Sunset Ave
Miami Beach, FL 33480

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-12/08/97--01043--014
*****70.00 *****70.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) **EFFECTIVE DATE**
1-1-98
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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97 DEC -8 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION
OF
MCIPHERSON GALLERIES, INC.

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE
FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF
INCORPORATION.

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ARTICLE I

THE NAME OF THIS CORPORATION IS MCIPHERSON GALLERIES, INC.

EFFECTIVE DATE
1-1-98

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS
TO ENGAGE OR TRANSACT IN ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER
THE LAWS OF THE UNITED STATES OF AMERICA, THE STATE OF FLORIDA, OR ANY OTHER STATE,
COUNTRY, TERRITORY OR NATION.

ARTICLE III

THE CORPORATION SHALL HAVE ALL OF THE POWERS GIVEN TO IT BY THE LAWS OF THE
STATE OF FLORIDA, NOW OR HEREAFTER, AND SPECIFIC POWERS HEREIN ENUMERATED SHALL
NOT BE AS A LIMITATION UPON THE POWERS OF THE CORPORATION.

ARTICLE IV

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 WITH A NOMINAL
OR PAR VALUE OF \$1.00.

ARTICLE V

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE VI

THE INITIAL POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS
IN THE STATE OF FLORIDA, COUNTY OF PALM BEACH, AT 262 SUNSET AVE., PALM BEACH FLORIDA,
33480.

ARTICLE VII

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS
MAY BE EITHER INCRESED OR DECREASED FROM TIME TO TIME BY AN AMENDMENT OF THE
BY-LAWS OF THE CORPORATION IN THE MANNER PROVIDED BY LAW, BUT SHALL NEVER BE LESS
THAN ONE. THE NAMES AND ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS
WHO SHALL SERVE UNTIL THE FIRST ANNUAL MEETING OF THE SHAREHOLDERS OR UNTIL THEIR
SUCCESSOR OR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

J. A. MCPHERSON
262 SUNSET AVE.
PALM BEACH, FLORIDA 33480

DENNIS A. SALLOMI
262 SUNSET AVE.
PALM BEACH, FLORIDA 33480

ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATOR SIGNING THESE ARTICLES OF INCORPORATION IS: J. A. MCPHERSON 262 SUNSET AVE. PALM BEACH, FLORIDA 33480.

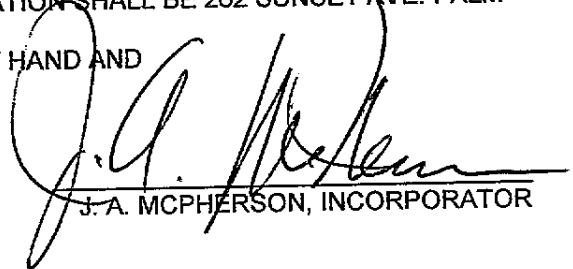
ARTICLE IX

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE SHAREHOLDERS, AND APPROVED AT A SHAREHOLDERS' MEETING BY A MAJORITY OF THE SHAREHOLDERS ENTITLED TO VOTE THEREON, UNLESS ALL DIRECTORS AND ALL OF THE SHAREHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.

ARTICLE X

THE REGISTERED AGENT OF THIS CORPORATION SHALL BE J. A. MCPHERSON AND THE ADDRESS OF THE REGISTERED OFFICE OF THE CORPORATION SHALL BE 262 SUNSET AVE. PALM BEACH, FLORIDA, 33480.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL THIS 24 DAY OF NOVEMBER 1997.


J. A. MCPHERSON, INCORPORATOR

STATE OF FLORIDA

COUNTY OF PALM BEACH : SS:

BEFORE ME, PERSONALLY APPEARED J. A. MCPHERSON, WHO BEING DULY SWORN AND KNOWN TO ME TO BE THE PERSON WHO IS NAMED AS INCORPORATOR OF THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THE SAME.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE LAST AFORESAID ON THIS 24 DAY OF NOVEMBER, 1997.


NOTARY PUBLIC

MY COMMISSION EXPIRES:




EFFECTIVE
DATE OF THIS
CORPORATION
SHALL BE
JANUARY 1, 1998

CERTIFICATE OF REGISTERED AGENT

PURSUANT TO CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT :

MCPHERSON GALLERIES, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION, IN THE COUNTY OF PALM BEACH, STATE OF FLORIDA, HAS NAMED J. A. MCPHERSON, LOCATED AT 262 SUNSET AVE., PALM BEACH, FLORIDA, 33480, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF THE SAID ACT RELATIVE TO KEEPING SUCH OFFICE OPEN.



J. A. MCPHERSON, REGISTERED AGENT.

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