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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: "RAICES" ART GALLERY INC.

AUDIT NUMBER.....H98000005477

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

CERT. OF STATUS...1

PAGES..... 3

CERT. COPIES.....0

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

** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. McKing MAR 20 1998

ARTICLES OF INCORPORATION
OF
"RAICES" ART GALLERY INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: "RAICES" ART GALLERY INC.

The principal place of business of this corporation shall be:

15499 Miami Lakes Way #102, Miami, Fl 33014

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time

100 Shares \$1.00 Par Value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Luis A. Cofino,
15499 Miami Lakes Way #102,
Miami, Fl 33014

Prepared by: Luis A. Cofino,
15499 Miami Lakes Way # 102,
Miami, Fl 33014
(305) 820-0394

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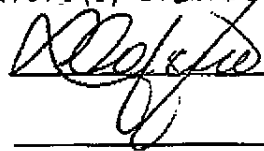
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Luis A. Cofino
15499 Miami Lakes Way #102
Miami, Fl 33014

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this Twentieth day of March, 1998.

Signature(s) of Incorporator(s)



H98000005477

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

"RAICES" ART GALLERY INC.

2. The name and address of the registered agent and office is:

Luis A. Cofino, 15499 Miami Lakes Way # 102, Miami, FL 33014
(P.O. BOX NOT ACCEPTABLE)

(CITY/STATE/ZIP)

SIGNATURE

TITLE

DATE

Luis A. Cofino

President

03/20/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE

Luis A. Cofino

03/26/98