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From: GREENBERG TRAUIG

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: GREENBERG TRAUIG (WEST PALM BEACH)
CONTACT: JUDITH EQUELS OR JAN CRANK
PHONE: (561) 650-7900

ACCT#: 075201001473

FAX #: (561) 655-6222

NAME: MODERNAGE GALLERIES, INC.

AUDIT NUMBER.....H98000009081

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

CERT. OF STATUS..0

PAGES..... 3

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98 MAY 14 PM 12:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ml 5/14/98

H98000009081

ARTICLES OF INCORPORATION
OF
MODERNAGE GALLERIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is MODERNAGE GALLERIES, INC. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of this Corporation shall be located at the following address:

1200 N.W. 167th Street
Miami, Florida 33169

The mailing address of this Corporation shall be:

c/o Greenberg Traurig
777 South Flagler Drive
Suite 300 East Tower
West Palm Beach, FL 33401

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue Ten Thousand (10,000) shares of \$.01 par value common stock, which shall be designated "Common Stock."

H98000009081

Allan Salovin, Esq.
777 S. Flagler Dr., #300E
West Palm Beach, FL 33401
(561) 650-7900
FL Bar # 234966

#98000009081

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Allan Salovin
Greenberg Traurig
777 South Flagler Drive
Suite 300 East Tower
West Palm Beach, FL 3341

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

Allan Salovin
Greenberg Traurig
777 South Flagler Drive
Suite 300 East Tower
West Palm Beach, FL 33401


ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of May, 1998.


Allan Salovin, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 14th day of May, 1998.


Allan Salovin

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