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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: ARTS MAGNA, INC.

AUDIT NUMBER.....H98000010991

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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TALLAHASSEE FLORIDA

Am 6/12/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 12, 1998

EMPIRE

SUBJECT: ARTS MAGNA, INC.
REF: W98000013557

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Neysa Culligan
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FAX Aud. #: B98000010991
Letter Number: 798A00032976

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ARTICLES OF INCORPORATION
OF

ARTS MAGNA, INC.

ARTICLE I-CORPORATE NAME

The name of this Corporation is : ARTS MAGNA, INC.

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TALLAHASSEE FLORIDA

ARTICLE II- NATURE OF BUSINESS AND POWERS

The principal nature of the business to be transacted by this corporation is to engage in any business permitted under the Laws of the State of Florida, and specially in the business of arts galleries and fine arts promotion.

ARTICLE III.- CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is (1,000) shares of common stock having a per value of (\$1.00) per share.

ARTICLE IV- TERMS OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V- REGISTERED AGENT AND PRINCIPAL OFFICE

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be: Stella M. Holmes, 1221 Brickell Avenue, Ninth Floor, Miami, Fla, 33131. The address of the principal office of this corporation shall be 1221 Brickell Avenue, Ninth Floor, Miami, Florida, 33131. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

Prepared by: Pedro A. Ruiz, Esq.
2250 SW. 3 Ave Ste. 201
Miami, FL 33129 FBN- 232246
(305) 854-5955

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ARTICLE VI- BOARD OF DIRECTORS

This corporation shall have (2) directors(s) initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one.

ARTICLE VII- INITIAL DIRECTOR(S)

The name of the initial director(s) of this Corporation and their street addresses are:

<u>NAME</u>	<u>ADDRESS</u>
Stella M. Holmes	1925 Brickell Avenue Miami, Florida, 33129
Jorge Roberto Vespoli	2301 Collins Avenue Miami Beach, Fl, 33139

The persons named as initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII- INCORPORATOR

The name and street address of the person signing these Article of Incorporation as the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Stella M. Holmes	1925 Brickell Avenue Miami, Florida, 33129

ARTICLE IX- AMENDMENTS

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 stockholders and approved at a stockholder's meeting by at least a majority of the stockholders

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entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator(s), have executed the foregoing Article of Incorporation on this 10th day of JUNE ~~May~~ 1998.

[Signature]
INCORPORATOR

ACKNOWLEDGEMENT OF REGISTERED AGENT

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.

[Signature]
REGISTERED AGENT

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths, personally appeared, Stella M. Holmes, the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation, on this 10 day of JUNE ~~May~~ 1998, and showed as identification FLORIDA DRIVERS LICENSE.

[Signature]
NOTARY PUBLIC AT LARGE
STATE OF FLORIDA

MY COMMISSION EXPIRES:



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TALLAHASSEE FLORIDA