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June 30, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: MICHAEL JOLIN GALLERY, INC.

800002580348--9

-07/05/98-01072-001
*****70.00 *****70.00

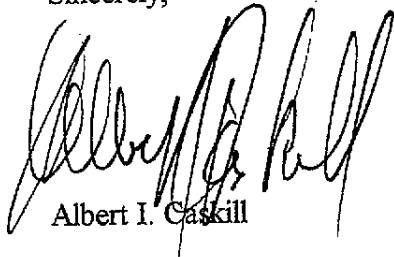
Dear Sir/Madam:

I have enclosed herein the following items to be filed for the above named corporation:

1. Original Articles of Incorporation for Michael Jolin Gallery, Inc.
2. Copy of the Articles of Incorporation.
3. A check in the amount of \$70.00 made payable to the Secretary of State, to cover the filing fee.
4. A self-addressed, stamped envelope for your convenience in returning the filed document.

If you have any questions, please contact my office.

Sincerely,



Albert I. Caskill

AIC:njm

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 AM 9:20

EFFECTIVE DATE
6-30

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ARTICLES OF INCORPORATION
OF
MICHAEL JOLIN GALLERY, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is Michael Jolin Gallery, Inc., and the mailing address
146 Indian Avenue, Tavernier, Florida 33070.

ARTICLE II

COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

PURPOSES

The general purposes for which the corporation is organized are: To transact all lawful business for which the corporation may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

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ARTICLE IV

NUMBER OF SHARES

The aggregate number of shares which the corporation is authorized to issue is 100 Shares shall be of a single class, and shall have a par value of One Dollar (\$1.00).

ARTICLE V

BY-LAWS

The power to adopt, amend or repeal bylaws shall be vested in the board of directors and shareholders. The board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed, by the board of directors.

ARTICLE VI

REGISTERED AGENT

The street address of the initial registered office of the corporation is 146 Indian Avenue, Tavernier, Florida 33070, and the name of its resident agent is Daniel J. Del Sonno.

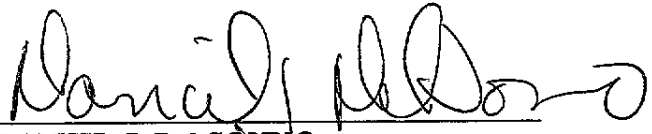
ARTICLE VII

NUMBER OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is one or more. The name and address of the initial director is:

Daniel J. Del Sonno
146 Indian Avenue
Tavernier, Florida 33070

EXECUTED AT Monroe County, Florida, this 30th day of June, 1998.


DANIEL J. Del SONNO

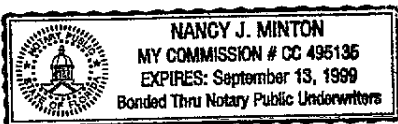
**STATE OF FLORIDA
COUNTY OF**

The foregoing instrument was acknowledged before me this 30 day of June, 1998, by DANIEL J. Del SONNO, who is personally known to me or who has produced his drivers license as identification, and who did not take an oath, and who acknowledged before me that he executed the foregoing Certificate of Incorporation as his free act and deed and for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first written above.


Notary Public, State of Florida

My commission expires:



**CERTIFICATE DESIGNATING 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 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST - That Michael Jolin Gallery, Inc. desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Tavernier, County of Monroe, State of Florida, has named Daniel J. Del Sonno, located at 146 Indian Avenue, Tavernier, Florida 33070, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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: 
Daniel J. Del Sonno, Resident Agent

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