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Daniel J. Weinberg, C.P.A.

Daniel J. Weinberg
Certified Public Accountant

Member:

American Institute of CPA's
New York State Society of CPA's
Florida Institute of CPA's

October 30, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900002680949--2
-11/05/98--01036--007
*****70.00 *****70.00

SUBJECT: Fine Art, Inc.
(Proposed corporate name)

To Whom It May Concern:

Enclosed please find original Articles of Incorporation together with one (1) copy along with a check in the amount of \$70.00 to cover the filing fees for the abovementioned corporation.

Please send acknowledgment receipt to:

Janice Spivey
Fine Art, Inc.

c/o DANIEL J. WEINBERG, CPA
4401 W. Hillsboro Blvd.
Coconut Creek, FL 33073

Helen
AUTHORIZATION BY PHONE TO **GAVE**
CORRECT art I
DATE 11-9-98
DOC. EXAM BK

Very truly yours,

E. Leslie Weinberg

Eve Leslie Weinberg
Administrative Manager

ELW/jw

FILED
98 NOV -9 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of

FILED
98 NOV -9 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FINE ART MANAGEMENT, INC.

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

ARTICLE I - NAME

The name of the corporation shall be:

FINE ART MANAGEMENT, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4100 Ocean Villa , #6
Singer Island, FL 33404

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: ONE THOUSAND (1,000) SHARES AT TEN CENTS (\$.10) EACH

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Janice Spivey
4100 Ocean Villa, #6
Singer Island, FL 33404

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation:

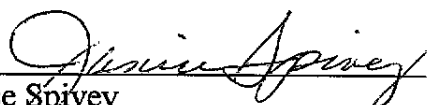
Janice Spivey
4100 Ocean Villa, #6
Singer Island, FL 33404

ARTICLE VI - PURPOSES

Business Purpose: To buy and sell painting and antiques to businesses and to the general public.

THE UNDERSIGNED, has(have) executed these Articles of Incorporation this

12th day of August, 1998.

X 
Janice Spivey

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, 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 is:

FINE ART MANAGEMENT, INC.

The registered agent and office is:

Janice Spivey
4100 Ocean Villa, #6
Singer Island, FL 33404

X *Janice Spivey*
Janice Spivey

X *Aug. 12, 1998*
Date

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FINE ART MANAGEMENT, INC.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH
AND ACCEPT THE OBLIGATIONS OF MY POSITIONS AS REGISTERED AGENT.

X *Janice Spivey*
Janice Spivey

X *Aug. 12, 1998*
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA