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ACCOUNT NO. : 072100000032

REFERENCE: 025754 10452A

AUTHORIZATION : <

COST LIMIT :

ORDER DATE: November 9, 1998

ORDER TIME : 3:11 PM

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ORDER NO. : 025754-005

CUSTOMER NO: 10452A

CUSTOMER: Maureen H Kennon, Esq

MAUREEN HEALEY KENNON, P.A. MAUREEN HEALEY KENNON, P.A.

Suite 313

2499 Glades Road

Boca Raton, FL 33431

DOMESTIC FILING

NAME:

BELLISSIMO ANTIQUES & FINE

ART, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

___ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

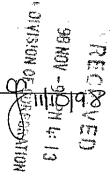
___ CERTIFIED COPY

_ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:



98 NOV-9 AM 9:57

ARTICLES OF INCORPORATION

OF

BELLISSIMO ANTIQUES & FINE ART, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BELLISSIMO ANTIQUES & FINE ART, INC.

The address of the principal office of this corporation shall be 232 South Federal Highway, Boca Raton,

Florida 33432, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Carole Hornick 232 South Federal Highway Director Boca Raton, Florida 33432

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of
the corporation who shall hold office for the first year
of the corporation, or until their successors are elected
or appointed are:

Carole Hornick
Pres./Sec./Treas.

232 South Federal Highway Boca Raton, Florida 33432

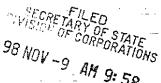
ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301



IN WITNESS WHEREOF, the undersigned agent of

Corporation Service Company, has hereunto set their hand

and seal of Corporation Service Company on November 9, 1998.

CORPORATION SERVICE COMPANY

By:_

It's Incorporator, Troy Todd

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By:

Ht's Agent, Troy Todd