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SETH E. ELLIS, LL.M.\*

\* ESTATE PLANNING

December 1, 1998

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

600002701986--2  
-12/03/98--01077--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: The Gallery of International Art, Inc.

Dear Sir/Madam:

We enclose the original and one copy of the Articles of Incorporation for the above-named corporation together with our \$78.75 check in payment of the following fees:

Filing of Articles of Incorporation	\$35.00
Registered Agent Designation	35.00
Certified copy of Articles of Incorporation	8.75

Please certify the enclosed copy of the Articles of Incorporation and return them, together with the filing receipt to our offices at the address indicated above.

Very truly yours,

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

By:

*Betsy Courant*

Betsy Courant  
Legal Assistant

/bc  
encls.

FILED  
98 DEC -3 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

DEC 8 1998

ARTICLES OF INCORPORATION  
FOR  
**THE GALLERY OF INTERNATIONAL ART, INC.**

**FILED**  
98 DEC -3 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation for THE GALLERY OF INTERNATIONAL ART, INC.

1. The name of the corporation is THE GALLERY OF INTERNATIONAL ART, INC.
2. The principal office of the corporation is:  
  
11311 Chipmunk Drive  
Boca Raton, FL 33428
3. The corporation shall have authority to issue 1,000 shares of stock, all of one class with a par value of \$1.00 per share.
4. The corporation's initial registered office is: 2200 Corporate Boulevard, N.W., Suite 401, Boca Raton, Florida 33431. The name of the corporation's initial registered agent at this office is HCRM Corp.
5. The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States or Florida.
6. The number of directors constituting the initial board of directors is one and his name and address is:

<u>Name</u>	<u>Address</u>
JAMES DARIOS	11311 Chipmunk Drive Boca Raton, FL 33428
HAROLD E. SCHINMAN	5760-B Coach House Circle Boca Raton, FL 33486

7. The name and address of the incorporator is:

Name

Address

HCRM Corp.

2200 Corporate Boulevard, N.W.  
Suite 401  
Boca Raton, Florida 33431

Executed and subscribed at Boca Raton, Florida on December 1, 1998.

HCRM Corp., as Incorporator

By: Lawrence J. Miller, VP  
LAWRENCE J. MILLER, Vice President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of THE GALLERY OF INTERNATIONAL ART, INC. were acknowledged before me by LAWRENCE J. MILLER, Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 1st day of December, 1998, on behalf of HCRM Corp.

Elizabeth G. Courant  
Notary Public  
My commission expires:  
Printed Name:



Acceptance of Registered Agent

HCRM CORP. hereby accepts the above appointment as registered agent of THE GALLERY OF INTERNATIONAL ART, INC. and acknowledges that it is familiar with the obligations of that position.

HCRM CORP.

By: Lawrence J. Miller  
LAWRENCE J. MILLER, Vice President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

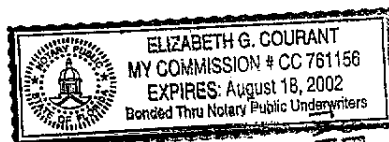
The foregoing Acceptance of Registered Agent was acknowledged before me by LAWRENCE J. MILLER as Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 1st day of December 1998, on behalf of the Corporation.

Elizabeth G. Courant

Notary Public

My commission expires:

Printed Name:



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SECRETARY OF STATE  
TALLAHASSEE FLORIDA