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Division of Corporations

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BASIC AMENDMENT

CREATIVEWORKS GALLERIES, INC.

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**ARTICLES OF AMENDMENT OF  
ARTICLES OF INCORPORATION  
OF  
CREATIVWORKS GALLERIES, INC.**

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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Pursuant to Section 607.1006 of the Florida Statutes, CREATIVWORKS GALLERIES, INC., a corporation organized and existing under and by virtue of the laws of the State of Florida (the "Corporation"), does hereby certify:

**Name.** The name of the Corporation is Creativeworks Galleries, Inc.

**Amendments Adopted.** The amendment adopted provides for the Corporation to change its name from Creativeworks Galleries, Inc. to Masterworks Art Group, Inc.

**Text of Amendments.** Article I is hereby amended by deleting such Article I and substituting the following new Article I which reads as follows:

**Article I**

The name of the Corporation is Masterworks Art Group, Inc.

**Adoption of Amendments.** The foregoing amendment was approved by unanimous written consent of the shareholders and Board of Directors of the Corporation pursuant to Sections 607.0704 and 607.0821, Florida Statutes, on September 6, 2002.

**Effective Date.** The effective date of the amendments herein certified shall be the date of filing these Articles of Amendment to Articles of Incorporation with the Florida Secretary of State.

**IN WITNESS WHEREOF,** the undersigned President of the Corporation has executed these Articles of Amendment to Articles of Incorporation as of the 6th day of September, 2002.

  
Michael Windfeldt, Vice President

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