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LAW OFFICES

MARTIN R. MALLINGER, P.A.

COMPSON FINANCIAL CENTER - SUITE 302

980 NORTH FEDERAL HIGHWAY

BOCA RATON FL 33432-2704

TELEPHONE: (561) 394-7181

FAX: (561) 394-7976

MARTIN R. MALLINGER

March 11, 1999

VIA UPS NEXT DAY AIR

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****122.50 ****78.75

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

RE: HANOVER RUBIN GALLERY, INC.

Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation regarding Hanover Rubin Gallery, Inc. and our check made payable to the Department of State in the amount of \$122.50. Please file the enclosure at your earliest convenience and return a certified copy to the undersigned in the envelope provided.

Thank you for your anticipated attention to the foregoing. Please feel free to contact the undersigned should you have any questions.

Very truly yours,

MARTIN R. MALLINGER, P.A.

Lorraine Marie Pollachek

Lorraine Marie Pollachek
Secretary to Martin R. Mallinger

/imp
Encl.
(HANOVERRUBIN/1165.000/SECYST01)

FILED
99 MAR 12 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 18 1999

ARTICLES OF INCORPORATION
OF
HANOVER RUBIN GALLERY, INC.

FILED
99 MAR 12 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLES I. NAME

The name of the corporation shall be HANOVER RUBIN GALLERY, INC. The principal place of business of the corporation shall be Compson Financial Center, Suite 302, 980 North Federal Highway, Boca Raton, FL 33432-2704..

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact 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 that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be Compson Financial Center, Suite 302, 980 North Federal Highway, Boca Raton, FL 33432-2704, and the name of the initial registered agent of the corporation at that address is MARTIN R. MALLINGER.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have initially one (1) director. The names and street addresses of the initial members of the Board of Directors are: MARTIN R. MALLINGER, Compson Financial Center, Suite 302, 980 North Federal Highway, Boca Raton, FL 33432-2704.

ARTICLE VIII. OFFICERS

The names 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: MARTIN R. MALLINGER, President/Secretary/Treasurer, Compson Financial Center, Suite 302, 980 North Federal Highway, Boca Raton, FL 33432-2704.

ARTICLE IX. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is MARTIN R. MALLINGER, of Martin R. Mallinger, P.A., Compson Financial Center, Suite 302, 980 North Federal Highway, Boca Raton, FL 33432-2704.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of MARCH, 1999.


MARTIN R. MALLINGER (SEAL)

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared MARTIN R. MALLINGER, to me personally known or who produced a valid Florida driver's license as identification and to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes expressed therein.

WITNESS my hand and official seal in the State and County last aforesaid this 10th day of MARCH, 1999.

Lorraine Marie Pollachek

NAME: _____
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
COMMISSION NO. _____
MY COMMISSION EXPIRES: _____



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

Martin R. Mallinger

MARTIN R. MALLINGER
REGISTERED AGENT

DATE: MARCH 10, 1999

FILED
99 MAR 12 AM 8:50
TALLAHASSEE, FLORIDA