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THE LAW OFFICES OF
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March 18, 1999

Department of State
Division of Corporations
New Filings Section
Post Office Box 6327
Tallahassee, Fla. 32314

000002813310--6
-03/22/99--01031--001
*****70.00 *****70.00

Enclosed please find the articles of Incorporation for Fine Art Auctioneers, Inc. Also enclosed please find a check in the amount of \$70 to file these articles. Should you have any questions or need any further information, please do not hesitate to call.

Sincerely,

Prince A. Donahoe IV

Prince A. Donahoe IV, Esq.
For the Firm.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 22 PM 2:43

**ARTICLES OF INCORPORATION
OF
FINE ART AUCTIONEERS, INC.**

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**ARTICLE I
NAME**

The name of the Corporation is: **FINE ART AUCTIONEERS, INC.**

**ARTICLE II
PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

**ARTICLE III
STOCK**

The maximum number of shares this Corporation is authorized to issue is 1000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE IV
REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 1410 S.W. 29 Avenue, Pompano Beach, Florida 33069 and the name of the initial registered agent at that address is Ilan Shachr.

**ARTICLE V
DIRECTORS/OFFICERS**

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the initial directors and officers of this Corporation are:

Philip Rosenthal, Pres. 1410 S.W. 29 Avenue, Pompano Beach, Florida 33069

Randolph Goldberg, V.P./Dir. 1410 S.W. 29 Avenue, Pompano Beach, Florida 33069

Ilan Shachr, Sec./Treas./Dir. 1410 S.W. 29 Avenue, Pompano beach, Florida 33069

**ARTICLE VI
INCORPORATOR**

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DIVISION OF CORPORATIONS
99 MAR 22 PM 2:43

The name and address of the incorporator of this Corporation is:

Philip Rosenthal 1410 S.W. 29 Avenue, Pompano Beach, Florida 33069

**ARTICLE VII
ADDRESS**

The principal office and mailing address of the Corporation is: 1410 S.W. 29 Avenue, Pompano Beach, Florida 33069.

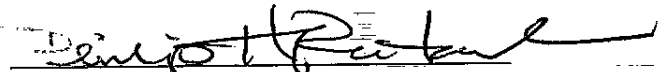
**ARTICLE VIII
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

**ARTICLE IX
PERPETUAL EXISTENCE**

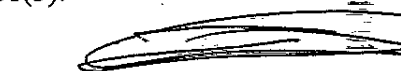
This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of March, 1999.


Philip Rosenthal,
Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

Having been named to accept service of process for Fine Art Auctioneers, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Ilan Shachr., Registered Agent