

**SCHNADER HARRISON  
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July 26, 1999

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FILED  
99 JUL 27 PM 4:04  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**VIA UPS NEXT DAY AIR**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

100002942801--7  
-07/27/99--01050--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Kahn Galleries International Inc.

Dear Sir/Madam:

Enclosed for filing please find the following documents required to incorporate Kahn Galleries International Inc. as a business corporation in Florida:

1. One manually executed and one copy of the Articles of Incorporation (which includes the consent of the registered agent to serve as such); and
2. A check in the amount of \$78.75 which covers all filing fees, the Registered Agent Designation fee and the fee for a certified copy of the Articles.

Kindly file the Articles and return evidence of their filing to my attention as soon as possible. Please feel free to call me if you have any questions.

To evidence receipt of this filing kindly date-stamp the enclosed copy of this letter and return the same to me in the envelope provided.

Sincerely,

*Ivy M. Shapiro*

Ivy M. Shapiro, Legal Assistant  
For SCHNADER HARRISON SEGAL & LEWIS LLP

IMS

Enclosures

cc: Edward L. Baxter, Esquire (w/enclosures)

*8/2/99*  
*[Signature]*

ARTICLES OF INCORPORATION  
OF  
KAHN GALLERIES INTERNATIONAL INC.

FILED  
JUL 27 PM 4:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is Kahn Galleries International Inc.

SECOND: The initial principal place of business and mailing address of this Corporation shall be Venetian Cove, Suite 605, 3500 Gulfshore Boulevard, Naples, Florida 34103.

THIRD: The number of shares that the Corporation is authorized to issue is Ten Thousand (10,000), all of which are of a par value of One Dollar (\$1.00) each and are of the same class and are Common shares.

FOURTH: The name and Florida street address of the initial registered agent are Wayne Kahn, Venetian Cove, Suite 605, 3500 Gulfshore Boulevard, Naples, Florida 34103.

FIFTH: The name and the address of the incorporator are:

Ivy M. Shapiro

Schnader Harrison Segal & Lewis LLP  
1600 Market Street  
Suite 3600  
Philadelphia, PA 19103

SIXTH: Each share of the Corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the Corporation or any equity and/or voting shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of the same class of the Corporation or of equity and/or voting shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire unissued shares of

the same class of the Corporation or equity and/or voting shares of any class of the Corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares, rights, options, bonds, securities, or obligations of the Corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

SEVENTH The duration of the Corporation shall be perpetual.

EIGHTH The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN TESTIMONY WHEREOF, the Incorporator has signed these Articles of Incorporation this 30<sup>th</sup> day of June, 1999.

  
Ivy Shapiro, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of, my position as registered agent.

June 30, 1999

  
Wayne Kahn, Registered Agent