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FILED
99 JUL 28 PM 6:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of incorporation --- BRANDT ART AND GALLERY COLLECTION, *INC*

200002943502--9
-07/28/99--01011--019
*****78.75 *****78.75

Dear Sirs:

Enclosed please find a check in the amount of \$78.75 representing the fee for a certified copy and filing of the enclosed Articles of Incorporation for the above referenced matter.

If you have any question regarding the foregoing, please do not hesitate to contact me at
(305) 553-5309

Sincerely yours,

ERWIN J. BRANDT
10003 N.W. 9th STREET CIRCLE #15
MIAMI, FLORIDA 33172

Please return
to:
José Téllez
890 SW 87 AVE
Suite 16
Miami FL 33174

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation

ARTICLE I NAME

The name of the corporation shall be

Brandt Art and gallery Collection, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be.

10003 NW 9th Street Circle
Unit #15
Miami Fl. 33172.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding
At any one time is: 100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Erwin J. Brandt
10003 NW 9th Street Circle
Unit #15
Miami Fl. 33172.

ARTICLE V INCORPORATOR (S)

The name (s) and street address (es) of the incorporator(s) to these Articles of Incorporation is (are):

Erwin J. Brandt (president).
10003 NW 9th Street Circle Unit 15
Miami Fl. 33172

ARTICLE VI DIRECTOR (S)

The name(s) and street address (es) of the director(s) to these Articles of Incorporation is (are):

Erwin J. Brandt
10003 NW 9th Street Circle Unit 15
Miami Fl. 33172.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 24 day of JULY, 1999.

CERTIFICATION OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is: Brandt Art and gallery
Collection, INC,

2. The name and address of the registered agent and office is:

Erwin J. Brandt
(NAME)

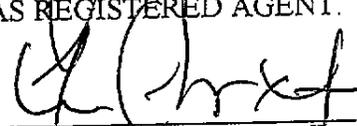
10003 NW 9th Street Circle unit 15
(PO. BOX NOT ACCEPTABLE)

Miami, Florida 33172.
(CITY / STATE / ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNED 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.



SIGNATURE



DATE

7/24/99