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August 10, 1999

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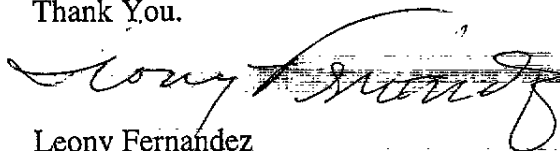
Florida Department of State
Division of Corporations
Tallahassee, Florida.

Dear Sirs:

Attached, please find Articles of Corporation for Louis XIV Antiques, Inc.
and a check for the fees required for registration.

FILED
99 AUG 19 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank You.



Leony Fernandez
President, Louis XIV Antiques, Inc.

ARTICLE OF INCORPORATION
OF
LOUIS XIV ANTIQUES

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, each natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is:

Louis XIV Antiques, Inc.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are: To sell antiques, fine furniture, accessories and art.

And, in general, to carry on any business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

And, further to borrow or raise money for any purpose of the company, and to secure the same interest, or for other purposes, to mortgage all or part of the property corporeal or incorporeal rights or franchises of this company now owned or hereinafter acquired, and to create, issue, draw, and accept and negotiate bonds and mortgages, bills or exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is: five hundred common shares with a par value of one dollar (\$1.00).

ARTICLE IV

AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin is no less than: Five Hundred dollars (\$500.00).

ARTICLE V

This corporation will have a perpetual existence.

ARTICLE VI

The initial post office address of the principal office of this corporation in the State of Florida is: 2256 S.W. 16th avenue, Miami, Florida 33145

The board of directors may from time to time move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within the United States.

ARTICLE VII

DIRECTORS

This corporation will have one (1) director initially. The number of directors may be increased or diminished from time to time by laws adopted by the stockholders, but shall never be less than one (1).

ARTICLES VIII

INITIAL BOARD OF DIRECTORS

The name(s) and post office address(es) of the number of the first board of directors, who subject to the provisions of the Certificate of Incorporation, by By-Laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified.

Ms. Leony Fernandez
2256 S.W. 16th avenue, Miami Florida 33145

ARTICLE IX

SUBSCRIBERS

The names and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration thereof, are:

Ms. Leony Fernandez
2256 S.W 16th avenue, Miami, Florida 33145
500 Shares

ARTICLE X

AMENDMENT

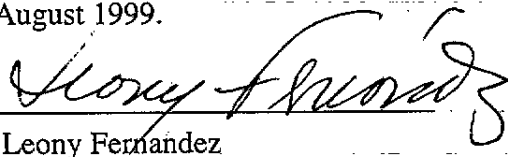
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them by the stockholders, and approved at a stockholders meeting by 100% of the stock to vote thereon.

ARTICLE XI

DESIGNATION OF REGISTERED RESIDENT AGENT

That Mr. Carlos M. Fernandez located at 2256 S.W. 16th avenue, City of Miami, Sate of Florida, is hereby named Registered resident agent for this corporation to be its agent and to accept service of process within the State of Florida at his registered office.

WE, THE UNDERSIGNED, being each and all of the original subscribers to the capital stock hereabout named for the purpose of forming a corporation to profit to do business both within and without the Sate of Florida, do hereby make, subscribe, acknowledged and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do hereabout set forth as to each of us, and according have hereunto set forth as to each of us, and accordingly have hereunto set our hand and seal this 15th Day of August 1999.


Leony Fernandez

ACKNOLEDGEMENT

Having been named to accept services of process for LOUIS XIV ANTIQUES, INC.
At the place designated in this article, I hereby accept to act in this capacity and agree to comply with this provision of said act relative to keeping open said office.

By: 
Carlos M. Fernandez

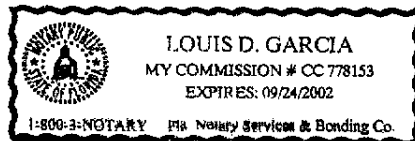
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99 AUG 19 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA


County of Dade:

I hereby certify, that on this day before me, a notary public, duly authorized to administer oaths and take acknowledgements, personally appeared, to me well known to be the person(s) described as subscribers in and who executed the foregoing Articles of Incorporation's, and acknowledged before me that they subscribed to those Articles of Incorporation.

Witnessed, by my hand and seal in the County and State named above,
this 16th day of August, 1999.



My commission expires:


NOTARY PUBLIC