

P99000100356

Alice Graves
1159 Cordova Blvd. N.E.
St. Petersburg, FL 33704

November 8, 1999

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

600003042426--5
-11/12/99-01032-013
*****78.75 *****78.75

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for Art Sale USA, Inc.
along with a check in the amount of \$78.75 for filing fee and designation of
registered agent as well as for certified mail.

I have also enclosed a photocopy of the Articles. Please return this
to me with the filing date stamped on it.

Very truly yours,



Alice Graves

99 NOV 12 PM 1:53
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch NOV 16 1999

Articles of Incorporation

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Art Sale USA, Inc.
2. The principal place of business and mailing address of the corporation is 1159 Cordova Blvd. N.E., St. Petersburg, Florida 33704
3. The corporation shall have the authority to issue 1,000,000 shares of common stock, in one class only, each with a par value of \$0.001.
4. The registered agent of the corporation is Alice Graves and the registered address is 1159 Cordova Blvd. N.E., St. Petersburg, Florida 33704.
5. The initial Board of Directors shall have 2 members whose names and addresses are as follows:
 - Alice Graves, 1159 Cordova Blvd. N.E., St. Petersburg, FL 33704
 - William T. Graves, 1159 Cordova Blvd. N.E., St. Petersburg, FL 33704

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

6. The incorporator of this corporation is Alice Graves, whose address is 1159 Cordova Blvd. N.E., St. Petersburg, Florida 33704.

Dated: Nov. 8, 1999

Alice Graves
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 am familiar with and accept the obligations of my position as registered agent.

Dated: Nov. 8, 1999

Alice Graves
Registered Agent