

Division of Corporations

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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

Star City Galleries.com, Inc.

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ARTICLES OF INCORPORATION  
OF  
STAR CITY GALLERIES.com, INC.  
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of STAR CITY GALLERIES.com, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is STAR CITY GALLERIES.com, INC. and the street address of the initial principal office of the Corporation is 2505 Boca Raton Boulevard, Suite 1, Boca Raton, Florida 33431.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue Twenty Thousand (20,000) shares of One Cent (\$.01) par value Common Stock and Ten Thousand (10,000) shares of One Cent (\$.01) par value Preferred Stock.

PREPARED BY: Laura M. Holm, Esquire  
English, McCaughan & O'Bryan, P.A.  
100 Northeast Third Avenue, Suite 1100  
Fort Lauderdale, Florida 33301  
(954) 462-3300  
Florida Bar No. 0993646

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ARTICLE IVINITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast 3rd Avenue, Suite 1100, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is EMO Corporate Services, Inc.

ARTICLE VINITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The name and address of the initial Director of the Corporation is:

NameAddress

Richard Gladstone

2505 Boca Raton Boulevard, Suite 1  
Boca Raton, FL 33431ARTICLE VIINCORPORATOR

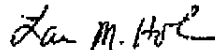
The name and address of the Incorporator of the Corporation is:

NameAddress

Laura M. Holm

100 Northeast 3rd Avenue, Suite 1100  
Fort Lauderdale, FL 33301

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of December 1999.



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Laura M. Holm, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for STAR GALLERIES.com, INC. at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

EMO CORPORATE SERVICES, INC., Initial  
Registered Agent

Dated: December 10, 1999

By: Debra H. Chrystie  
DEBRA H. CHRYSTIE, Assistant  
Secretary

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