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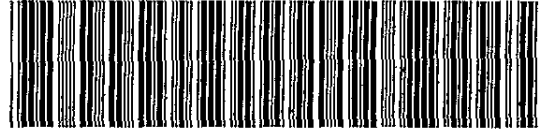
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ALLAHACSEE, FLORIDA
03 MAY -6 PM 2:29

ARTICLES OF INCORPORATION OF

ART CIRCUITS - GALLERY GUIDE & MAPS CORP.

We the undersigned, do hereby subscribe to this Articles of Incorporation for the purpose of becoming a Corporation under the laws of the State of Florida, by an under the provisions of the statutes of said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of Corporation for profits.

Article I

NAME OF CORPORATION

The name of the Corporation shall be **ART CIRCUITS - GALLERY GUIDE & MAPS CORP** and it may use the acronym - **ACGGM** or the simple name **ART CIRCUITS** for all legal purposes.

Article II

GENERAL NATURE OF BUSINESS

This Corporation shall be authorized to carry out all kinds of legal operations, especially in the business of publishing, editing, advertising, promoting, and any other business that is lawful in the State of Florida and in the United States of America

Article III

CAPITAL STOCK

The capital stock of the Corporation shall consist of 2,000 (two thousand) shares of common stock with a par value of US \$ 1.00 (one dollar) per share.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America or property , labor or services at a value to be fixed by the Directors.

Article IV
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is \$ 2,000 (two thousand) dollars, which means that 100 % of the initial capital stock has been paid .

Article V
OWNERSHIP OF SHARES

The title ownership of the shares is as follows:

Liana Pérez - Shall have fifty one percent (51%) of the shares
Tiberio Faría - Shall have twenty five percent (25 %) of the shares
Gloria Faría - Shall have twenty four (24%) of the shares

22 Article VI
SHAREHOLDER AGREEMENTS

A) BUY SALE AGREEMENT

The shareholders of the company hereby agree to abide to a total & mutual Buy-Sale agreement, in case of sale of stock by any one of the original stockholders, the other initial stockholders shall have First Right of Refusal for the purchase of the stock being sold, in direct proportion to the original ownership percentages and at the price to be established by the Board of Directors of the Corporation at the time of sale.

B) ADMINISTRATION AGREEMENT

The shareholders of the company furthermore agree to stablish a double signature administrative procedure for all checks emitted by the company.

Article VII
TERM OF EXISTANCE

This corporation is to have perpetual existence. This Articles

of Incorporation shall become effective when filed with the Secretary of State.

Article VIII

ADDRESS

The official address of the principal office of this corporation in the State of Florida is:

1172 South Dixie Highway # 541, Coral Gables, Florida, 33146.

The Board of Directors may from time to time, move the principal office to any other address in Florida or any other state.

Article IX

DIRECTORS

This corporation shall have three (3) Directors initially, The number of Directors may be increased from time to time, as provided in the By-Laws of the Corporation, but shall never be more than five (5).

Article X

FIRST BOARD OF DIRECTORS

The name and street address of the members of the First Board of Directors, and their title as officers of the corporation is:

Name

Address

Official Corporate Title

Liana Pérez 1150 Madruga Ave, Apt A302 Coral Gables, FL 33146
President

Tiberio Farfa 11971 SW, 93 Terrace, (Rear), Miami, FL 33186
Vice President - Treasurer

Gloria Farfa 924 NW 106 Ave Circle Miami, FL 33172
Secretary

Article XI

INCORPORATORS

The name and street address of the incorporators are:

Name	Address
Liana Pérez	1150 Madruga Ave, Coral Gables, FL 33146
Tiberio Faría	11971 SW, 93 Terrace, (Rear) , Miami, Fl 33186
Gloria Faría	924 NW 106 Ave Circle Miami, Fl 33172

Article XII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:
1172 South Dixie Highway #541, Coral Gables Florida, 33146
and the name of the initial registered agent of this corporation and address is:

Tiberio Faría 11971 SW, 93 Terrace, (Rear) , Miami, Fl 33186

Article XIII

BY - LAWS

The By - Laws of this corporation shall be adopted, exchanged or modified by the Board of Directors

IN WITNESS WHEREOF, the undersigned being the original incorporators, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated, are true and hereunto sign this twenty eighth day of the month of April, of the year 2003.



Liana Pérez

Tiberio Faría



Gloria Faría

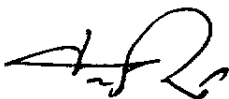
Certificate designating place of business or domicile for the service of process within this state, naming agent upon whom process may be served.

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

I, Tiberio Faría, desiring to organize a Corporation under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, located at 1172 South Dixie Highway #541, Coral Gables, 33146, County of Dade, State of Florida, under the name “**Art Circuits Gallery Guide & Maps**” or “**ACGGM**”, or “**Art Circuits**”, will act as its Agent and accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keep open said office.



Tiberio Faría

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