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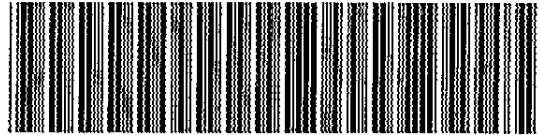
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

03 NOV 24 PM 4:16

FILED



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 12, 2003

ARTURO SOUSA
3444 LAUREL DALE DR
TAMPA, FL 33618-1035

SUBJECT: THE ART SHOP, INC.
Ref. Number: W03000033515

We have received your document for THE ART SHOP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

An effective date **may** be added to the Articles of Incorporation **if a 2004 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 803A00061528

ARTICLES OF INCORPORATION
OF
THE ART SHOP IMAGE CONCEPTS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby associate themselves together to form a corporation for profit under the Laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be THE ART SHOP IMAGE CONCEPTS, INC.

ARTICLE II

NATURE OF BUSINESS

The nature of business of this corporation shall be the manufacture, creating, printing and any and all activities associated with art work including computer art work. Any and all activities associated with art work.

Any business authorized by law in the State of Florida and in the United States of America.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation shall be authorized to have outstanding at any time is Five hundred (500) shares of common stock, each having the par value of \$5.00

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is Five Hundred (\$500.00) Dollars

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI

ADDRESS

The initial street address of the principal office of this corporation and registered office is to be:

3444 Laurel Dale Drive
Tampa, Florida 33618-1035

and the name and address of the initial registered agent is

Arturo Sousa
3444 Laurel Dale Drive
Tampa, Florida 33618-1035

The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may deem fit.

ARTICLE VII

DIRECTORS

The corporation shall have one (1) director, initially. The number of directors may be changed from time to time by the By-Laws.

ARTICLE VIII

MANAGEMENT

The business and affairs of the corporation shall be managed by the shareholders of the corporation and the Board of Directors.

ARTICLE IX

INITIAL DIRECTORS

The names and addresses of the first Board of Directors and subscribers who shall hold office until their successors are elected and have qualified, are as follow:

Arturo Sousa
3444 Laurel Dale Drive
Tampa, Florida 33618-1035

ARTICLE X

EFFECTIVE DATE

These Articles of Incorporation shall be effective upon filing with the Secretary of State.

ARTICLE XI

BY-LAWS

The By-Laws of this corporation shall be promulgated by the Board of Directors and approved by a majority of the stockholders at any regular meeting. Thereafter, the By-Laws may be amended, altered or rescinded by a majority of the Board of Directors present at any regular or special meeting called for that purpose and then ratified by a majority of the stockholders at their regularly scheduled meeting.

ARTICLE XII

STOCK RESTRICTIONS

Restrictions of Stock: No holder of shares of stock of this corporation shall sell, assign, transfer, mortgage, alienate, pledge, hypothecate, or in any manner dispose of any stock of this corporation which he owns or may hereafter acquire except as follows:

(a) Sale during lifetime.

Any shareholder who wishes to dispose of his stock interest in this corporation during his lifetime shall offer to sell his stock interest to the corporation and the corporation will purchase the shares owned by the shareholder for the price and upon the terms and conditions as provided by the By-Laws of this corporation.

In the event that this corporation is unable to purchase all or part of the shares of stock owned by the selling shareholder, because of the corporation's financial condition or for any other reason, the remaining stockholders may do so for the same price and upon the same terms and conditions.

Each remaining shareholder may purchase such portion of the stock offered for sale as the number of his shares bears to the total number of shares owned by all shareholders other than those owned by the selling shareholder.

If the stock or any part of it is not purchased by the corporation, or the remaining shareholders, the selling shareholder may dispose of his stock to another person.

(b) Purchase of stock upon shareholder's death.

Upon the death of a shareholder, the legal representative within six (6) months after the death of the shareholder shall offer to sell all of the decedent's shares to the corporation for the price and upon the terms and conditions as provided by the By-Laws of this corporation.

In the event the corporation is unable to purchase all of any part of the shares owned by the selling shareholder because of the corporation's financial condition or for any other reason, the remaining shareholders may do so for the same price and upon the same terms and conditions.

Each remaining shareholder may purchase such portion of the stock offered for sale as the number of his shares bears to the total number of shares owned by all shareholders other than those owned by the selling shareholder.

If the stock or any part of it is not purchased by the corporation, nor the remaining shareholders, the selling shareholder may dispose of his stock to another person.

Notice of Sale of Stock: The shareholder or his legal representative shall offer his shares for sale by giving written notice by certified mail to the corporation. The corporation shall thereupon have thirty (30) days in which to make their purchase.

Endorsement on Stock Certificates: All certificates of this corporation owned by shareholders shall be endorsed with the following statement: "The shares of stock represented by this certificate are subject to the stock restrictions as contained in the charter of this corporation".

ARTICLE XIII

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 to the stockholders and approved at the stockholder's meeting by a majority vote thereon, unless all the Directors and all the stockholders sign a written consent manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 13 th. day of NOV., 2003.

[Signature]
Arturo Sousa
03 NOV 24 PM 4:16
FILED
TALLAHASSEE FLORIDA
STATE
SECRETARY OF
Arturo Sousa

I, accept the designation as registered agent for THE ART SHOP IMAGE CONCEPTS, INC.


STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, an officer duly authorized to take acknowledgments, on this day personally appeared Arturo Sousa, who presented to me Florida Drivers License # S 200-000-21-369 to me well known and known to me to be the persons who executed the foregoing Articles of Incorporation for the purposes herein stated.

WITNESS my hand and official seal this 13th th. day of NOVEMBER, 2003.

[Signature]
Notary Public

 John Flanders
My Commission DD075781
Expires December 2, 2005