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MINTMIRE & ASSOCIATES
ATTORNEYS AT LAW

265 SUNRISE AVENUE
SUITE 204
PALM BEACH, FLORIDA 33480
TEL: (407) 832-5696
FAX: (407) 659-3371

May 19, 1995

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

400001498464
-05/24/95--01076--017
****122.50 ****122.50

Re: ARTLINES, INC.

Dear Sir or Madam:

Enclosed you will find the Articles of Incorporation for ARTLINES, INC. to be filed. Also enclosed is our check in the amount of \$122.50 which represents the following:

\$35.00	Filing Fee
\$35.00	Registered Agent Fee
\$52.50	Certified Copy Fee

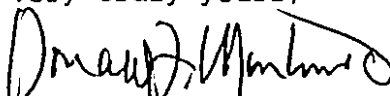
Please mail notification that this document has been filed with the State to:

MINTMIRE & ASSOCIATES
265 Sunrise Avenue - Suite 204
Palm Beach, Florida 33480

I have enclosed a prepaid envelope for your convenience in returning these documents to us.

If you have any questions, or require additional information, please call me at (407) 832-5696.

Very truly yours,


Donald F. Mintmire

AB 5/30/95

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 24 PM 2:10

DFM/cks
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 24 PM 3:10

ARTICLES OF INCORPORATION
OF
ARTLINES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: ARTLINES, INC. The principal place of business of this corporation shall be 265 Sunrise Avenue, Suite 204, Palm Beach, Florida 33408.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.0001.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 265 Sunrise Avenue, Suite 204, Palm Beach, Florida 33480, and the name of the registered agent of the corporation at that address is Donald F. Mintmire.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 24 PM 3:11

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Donald F. Mintmire, Esq.
Mintmire & Associates
265 Sunrise Avenue
Suite 204
Palm Beach, Florida 33480

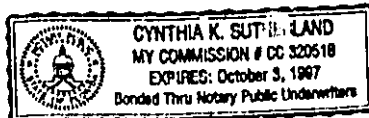
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 22nd day of May, 1995.

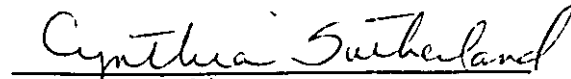


Donald F. Mintmire

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 22 day of May, 1995, by DONALD F. MINTMIRE, who is personally known to me, and who (~~did~~/did not) take an oath.




Notary Public

Donald F. Mintmire having been designated to act as Registered Agent hereby agrees to act in this capacity.


Donald F. Mintmire