

CHARGE, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

7/11/96

FLORIDA DIVISION OF CORPORATIONS

4:15 PM

((H96000009670))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: FAB-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166- - 0

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 599-0839

FAX: (305) 592-9591

((H96000009670))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: THE ROAD TO ART, INC.

FAX AUDIT NUMBER: H96000009670

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/11/1996

TIME REQUESTED: 16:15:20

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$78.75

ACCOUNT NUMBER: 071001002335

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7/12

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56 JUL 12 AM 7:37

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ARTICLES OF INCORPORATION
OF
THE ROAD TO ART, INC.

The undersigned natural person, acting to form a corporation under the laws of the State of Florida that provide for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, do hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation; and to that end set forth:

ARTICLE I

The name of the corporation shall be:

THE ROAD TO ART, INC.

ARTICLE II

The initial post office address of the principle office of this corporation in the State of Florida will be:

One SE 3rd. Avenue Suite 2645
MIAMI, FL 33131

ARTICLE III

This corporation will engage and is empowered to engage in any business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

The Total number of shares of stock which this Corporation is authorized to have outstanding is defined as follows :

Class -----	No. Shares -----	Par Value -----
Common	7,500	\$ 1.00

Prepared by
CARLOS BATISTA
ONE SE 3rd. Avenue Suite 2645
MIAMI, FL 33131
(305) 375-9100

ARTICLE V

The amount of capital this corporation shall begin business with is:

FIVE HUNDRED DOLLARS (\$500.00)

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

This corporation shall have THREE directors initially. The number of Directors may be increased or diminished from time to time, as provided by the By-Laws adopted by the stockholders.

ARTICLE VIII

The name and post office address of the member of the first Board of Directors of this corporation, and who shall hold office for the first year, or until their successor is chosen shall be:

Roberto Presiado
1 SE 3rd Avenue #2645
Miami, FL 33131

Carlos Batista
1 SE 3rd Avenue #2645
Miami, FL 33131

Patricia Romero
1 SE 3rd. Avenue #2645
Miami, FL 33131

ARTICLE IX

The name and address of the officers of the Corporation, who shall hold office until their successor is chosen shall be:

Roberto Presiado 1 SE 3rd Avenue #2645 Miami, FL 33131	President
--	-----------

Carlos Batista 1 SE 3rd Avenue #2645 Miami, FL 33131	Treasurer
--	-----------

Patricia Romero 1 SE 3rd. Avenue #2645 Miami, FL 33131	Secretary
--	-----------

ARTICLE X

The initial registered agent and registered office of the corporation shall be:

Carlos Batista
1 SE 3rd Avenue #2645
Miami, FL 33131

ARTICLE XI

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 it to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator of the corporation identified above, declare that I have examined the foregoing this 11th. day of July 1996, and do declare it to be true and correct.

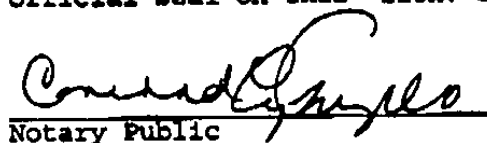


Carlos Batista
1 SE 3rd Avenue #2645
Miami, FL 33131

COUNTY OF DADE)
) SS :
STATE OF FLORIDA)

THIS IS TO CERTIFY that on this 11th. day of July of 1996 before me, a notary public, personally appeared Carlos Batista who is personally known to me and who produced a Florida Drivers License and who I am satisfied is the person named as the sole incorporator and executor of the foregoing Articles of Incorporation, and who by his signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this 11th. day of July of 1996.


Notary Public


CARLOS LEY TRUJILLO
NY COMMISSIONER & COUNTY CLERK
August 2, 1999
ISSUED THROUGH THE DEPARTMENT OF REVENUE, INC.

My commission expires

ACCEPTANCE OF REGISTERED AGENT APPOINTMENT

I, Carlos Batista, a natural person with an address of One SE. 3rd. Avenue, Miami, FL 33131, do hereby accept the appointment of Registered Agent of THE ROAD TO ART, INC. on this 11th. day of July of 1996.

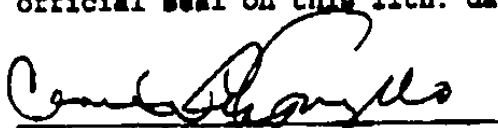
Carlos Batista
1 SE 3rd Avenue #2645
Miami, FL 33131

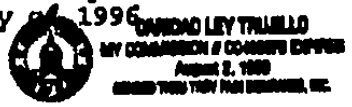


COUNTY OF DADE)
STATE OF FLORIDA) SS :

THIS IS TO CERTIFY that on this 11th. day of July of 1996 before me, a notary public, personally appeared Carlos Batista who is personally known to me and who produced a Florida Drivers License and who I am satisfied is the person named as the Registered Agent and executor of the foregoing Acceptance of Registered Agent Appointment, and who by his signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this 11th. day of July of 1996.


Notary Public



My commission expires _____

P96000058595

Requestor's Name

Patricia Romero
3401 North Country Club Dr.
Ensenada I, Apt. #401
Aventura, FL 33180

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-04/14/97--01169--005
Office Use Only *****35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

FILED
97 APR 14 AM 11:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

o/p mesug.

VS APR 21 1997.

Examiner's Initials	
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March 26, 1997

Mr. Roberto Preciado
Mr. Carlos Batista
ROAD TO ART
Miami

Dear Mr. Preciado and Mr. Batista,

The present letter is to present my resignation, as today March 26, 1997, as Secretary and as a partner of the corporation ROAD TO ART. With this resignation I am completely free on any legal obligation or financial obligation to ROAD TO ART, or from ROAD TO ART to me, the same as with me to Carlos Batista, to Roberto Preciado or to any other individual or institution that in any way is related to my connection with the corporation ROAD TO ART before or during my time and involvement with its activities.

I am requesting a written statement from ROAD TO ART and its other two directors Roberto Preciado, President and Carlos Batista, Treasurer, where is stated the end of my commitment to the corporation.

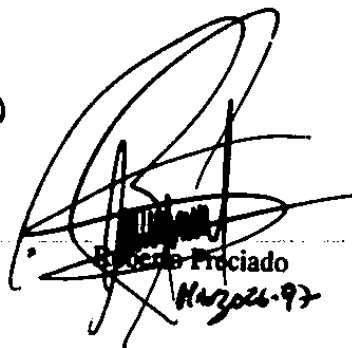
I am also requesting a copy of the three mailing lists -in a disk and printed- provided by me to the corporation. Those lists are: one Planetarium and two of the Designer's lists.

If all the above is accepted, please sign here as an acceptance. Thank you.

Sincerely,

Patricia Romero
Patricia Romero

Revised and accepted by:


Roberto Preciado
March 26, 97


Carlos Batista 3/26/97

Florida Department of State, Sandra B. Mortham, Secretary of State

FILED
APR 14 AM 11:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

OFFICER / DIRECTOR RESIGNATION

I, PATRICIA ROMERO, hereby resign as Secretary/Director
(Title)

of The ROAD TO ART, INC.
(Name of Corporation)

a corporation organized under the laws of the State of Florida

and affirm that the corporation has been notified in writing of the resignation.

Patricia Romero
(Signature of resigning officer/director)

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314