

P97000029184

ROBERT A. DOBIECKI
100 EDGEWATER DRIVE
CORAL GABLES, FLORIDA 33133
(305) 854-4500

March 28, 1997

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800002128128--4
-03/31/97--01032--003
***122.50 ***122.50

Ref: PUBLIC ART CORPORATION

Dear Secretary of State:

Thanks again for your assistance to file my Articles of Incorporation for the PUBLIC ART CORPORATION. I appreciate your taking the time to answer my questions.

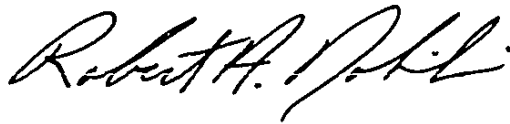
Enclosed please find the following:

1. Completed Articles of Incorporation, etc. for above corporation.
2. My check for \$122.50 dollars, payable to the "Secretary of State.
3. A self-addressed, stamped return envelop.

Please file the enclosed Articles of Incorporation and return the enclosed copy to confirm my filing.

Thank you very much for your help.

Sincerely,



Robert A. Dobiacki

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 31 AM 10:42

4/4/97-1-97

ARTICLES OF INCORPORATION

OF

PUBLIC ART CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 31 AM 10:49

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of corporations for profit in accordance with Chapter 607 of the Florida Statutes as last amended.

ARTICLE ONE

The name of the corporation shall be PUBLIC ART CORPORATION.

ARTICLE TWO

The purpose of this corporation is to do any and all things authorized under the laws of the State of Florida and, in addition, this corporation shall have all of those powers enumerated in Section 607.011 of the Florida Statutes as last amended and those powers necessary and convenient to effect its purposes.

ARTICLE THREE

The total number of shares of stock that may be issued is One Thousand (1,000) shares of common stock with a par value of one cent (\$.01) per share. All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of

Directors at a meeting held for that purpose; and cash, property, labor or services may be acquired or paid for with the capital stock of this corporation at a just valuation likewise to be fixed by the Board of Directors.

ARTICLE FOUR

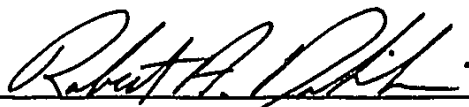
The Registered Agent for this corporation shall be ROBERT A. DOBIECKI and the registered office of the corporation shall be located at 100 EDGEWATER DRIVE, SUITE 322, CORAL GABLES, FLORIDA 33133.

ARTICLE FIVE

The Board of Directors shall consist of at least one (1) person and the initial Board of Directors shall consist of one (1) person. The name and address of the Incorporator as well as Director is as follows:

ROBERT A. DOBIECKI
100 EDGEWATER DRIVE, SUITE 322
CORAL GABLES, FLORIDA 33133

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida on this 28 day of MARCH, 1997

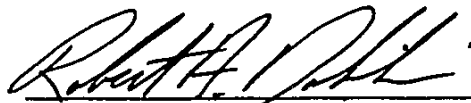


ROBERT A. DOBIECKI

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

KNOW ALL PERSONS BY THESE PRESENTS THAT PUBLIC ART CORPORATION desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 100 EDGEWATER DR. #322 CORAL GABLES, FL has named ROBERT A. DOBIECKI located at 100 EDGEWATER DR., #322 CORAL GABLES, FL as its Agent to accept Service of Process within the State of Florida.

Dated: MARCH 28, 1997

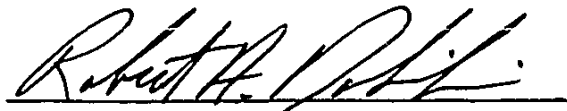


ROBERT A. DOBIECKI

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 31 AM 10:43

HAVING BEEN NAMED to accept service of process for PUBLIC ART CORPORATION at the place designated in this certificate, I hereby agree to act in such capacity; and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: MARCH 28, 1997



ROBERT A. DOBIECKI

STATE OF FLORIDA)
) SS
COUNTY OF Dade)

I HEREBY CERTIFY that on this 28 day of MARCH, 1997 before me, the undersigned authority, personally appeared ROBERT A. DOBIECKL to me known to be the person of said name described in the foregoing, who acknowledged to me that he executed the foregoing Articles of Incorporation of PUBLIC ART CORPORATION as his free and voluntary act and deed for the uses and purposes therein set forth and expressed.

WITNESS my hand and official seal on the date first written above at Miami , Dade County, Florida.

Glenna J. Carroll

Notary Public



My commission expires:
 12-4-99

GLENN A. CARROLL
Notary Public - State of Florida
My Commission Expires Dec 4, 1999
Commission #CC 492607