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TALLAHASSEE, FLORIDA

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

1. ARTCLASS CORPORATION
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
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<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

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CB
4-21-00
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Examiner's Initials

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is:

ARTCLASS CORPORATION

With the principal place of business located at:

10827 NW. 29 Street, Miami, Florida. 33172

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ARTICLE II - PURPOSE

This corporation shall have the perpetual existence and may engage in any and all lawful business under the laws of the **United States** and the **State of Florida**.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of **One Dollar (\$1.00)** par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance or fractional shares), at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE

The street address of the registered office of this corporation is:

14300 SW. 92 Street
Miami, Florida. 33186

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) director initially. The number of directors may be either increased or diminished from time to time by law.

The initial directors of this Corporation is:

MARTHA MATILDE OSORIO DE GIL _____ SS # 592 89 5519

ADRIANA PATRICIA RIOS PUGLIESE _____ PP # 42 088 764

ARTICLE VII - INCORPORATOR

The name and address of the person signing this articles is:

MARTHA MATILDE OSORIO DE GIL
14300 SW. 92nd ST.
Miami, Florida 33186

ARTICLE VII - RESTRICTION ON THE TRANSFER OF STOCKS

Shares of capital stock of this Corporation shall be issued initially to the following people in the amount set opposite their names:

MARTHA MATILDE OSORIO DE GIL _____ 500 Shares
14300 SW. 92nd ST.
Miami, Florida 33186

ADRIANA PATRICIA RIOS PUGLIESE _____ 500 Shares
Calle 142A # 53A-80 INT 8 Aptm. 202
Santafe de Bogota, Colombia

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

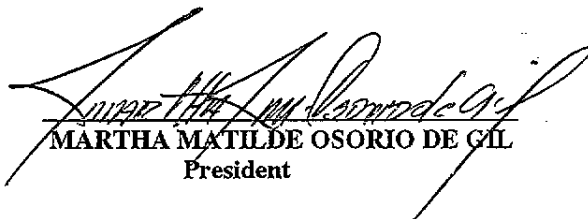
ARTICLE X - MANAGEMENT OF CORPORATION SHAREHOLDERS

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, shareholders of this corporation.

ARTICLE XI - BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the **Board of Directors** and the **Shareholder**.

In witness whereof, the undersigned incorporator has executed these articles of incorporation this **24th** Day of **APRIL** Of **2000**.


MARTHA MATILDE OSORIO DE GIL
President


ADRIANA PATRICIA RIOS PUGLIESE
Vice President

**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

ARTCLASS CORPORATION

2. The name and address of the registered agent and office is:

Name: MARTHA MATILDE OSORIO DE GIL
Address: 14300 SW 92 ST.
City/State: Miami, Fl. 33186

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY, I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 

DATE: 4-19-00

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