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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 269738 7145809

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 10, 1999

ORDER TIME : 9:53 AM

ORDER NO. : 269738-005

CUSTOMER NO: 7145809

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-06/11/99--01003--009

****285.00 ****285.00

CUSTOMER: David A. Chenkin, Esq
Suite 208
8551 West Sunrise Boulevard
Fort Lauderdale, FL 33322

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99 JUN 10 PM 3:58

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: ARTFESTIVAL.COM, L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

Name 6/11/99
Availability CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

Document Examiner	DCC
Updater	DCC
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Acknowledgement	DCC
W. P. Verifier	DCC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
ArtFestival.com, L.C.**

In consideration of the mutual covenants contained in these Articles of Organization, the undersigned members do hereby form a limited liability company pursuant to Chapter 608 of the Florida Statutes.

ARTICLE I

The name of the limited liability company and the complete mailing address for same shall be:

ArtFestival.com, L.C.
9695 West Broward Blvd.
Plantation, Florida 33324

ARTICLE II

The address of the principal place of business of this limited liability company in the State of Florida shall be 9695 West Broward Blvd., Plantation, Florida, 33324 and such other place or places as may be agreed on by the members. The initial registered agent of this limited liability company shall be:

Howard Alan Cohen
9695 West Broward Blvd.
Plantation, Florida 33324

ARTICLE III

This limited liability company shall commence existence on the date of execution and acknowledgement of these Articles, and shall continue perpetually unless earlier dissolved by the members as set forth in these Articles of Organization or Regulations.

ARTICLE IV

The limited liability company shall be managed by co-managers whose names and addresses are as set forth herein, which co-managers shall continue as co-managers until the first annual meeting of this limited liability company, to-wit:

Howard Alan Cohen, 9695 West Broward Blvd., Plantation, Florida, 33324; and

John Punzo, 9695 West Broward Blvd., Plantation, Florida 33324.

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ARTICLE V

This limited liability company is organized for the purposes of developing, and expanding upon its website, including catalog and auction platforms, for the marketing and sale of arts and crafts as well as other related merchandise. The purposes of the Company shall not be extended by implication or otherwise except by written amendment of this Agreement.

ARTICLE VI

The admission of new members to the limited liability company shall be permitted upon such terms and conditions as may be approved by the unanimous vote of the members.

ARTICLE VII

On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the limited liability company shall be dissolved; provided, the remaining members may continue the business of the limited liability company by a unanimous vote of the profit and loss sharing ratios of the remaining members.

ARTICLE VIII

The management of the limited liability company is reserved to the members who shall vote in proportion to their ownership ratio. The names and addresses of the members are as set forth in the signature section of these Articles.

ARTICLE IX

The title to all limited liability company property shall be held in the name of the limited liability company. All property originally paid or brought into or transferred to the limited liability company as contributions to capital by members, or subsequently acquired by purchase or otherwise on account of the limited liability company, shall be property of this limited liability company.

ARTICLE X

The limited liability company shall be dissolved on the happening of any of the following events:

1. Termination of the term specified in Article III.
2. The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member unless the business is continued as provided in Article VII.
3. The unanimous agreement of the members.

ARTICLE XI

These Articles, except with respect to vested rights of the members, may be amended at any time by a unanimous vote of all of the members and such amendment shall be filed with the Florida Department of State.

ARTICLE XII

The total amount of cash initially contributed to the limited liability company is TWENTY THOUSAND (\$20,000.00) DOLLARS.

No property other than cash is contributed to the limited liability company as the capital contribution of each member.

[Signatures on next page]

FROM : D. CHENKIN, ESQ.

PHONE NO. : 9544762382

Jun. 08 1999 12:16PM P5

IN WITNESS WHEREOF the undersigned members have executed these Articles of Organization this 9th day of June, 1999.

MEMBERS:

ADDRESSES:


HOWARD ALAN EVENTS, LTD., INC.

9695 West Broward Blvd.
Plantation, Florida 33324


SHOWSTAR ENTERTAINMENT CORP.

6407 108th St. N.E.
Kirkland, Washington 98033


ALAN BENNETT

9695 West Broward Blvd.
Plantation, Florida 33324

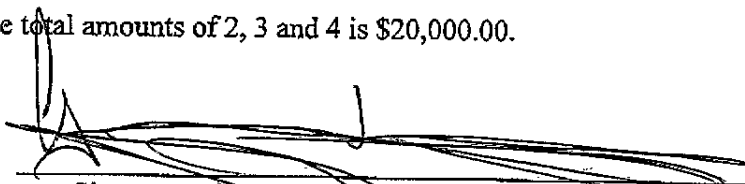
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

In accordance with Section 608.408(3), Florida statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member or authorized representative of a member of ArtFestival.com, L.C. deposes and says:

1. The above named limited liability company has at least one member;
2. The total amount of cash contributed by the member(s) is \$20,000.00;
3. If any, the agreed value of property other than cash contributed by member(s) is \$-0-; (If applicable, a description of the property is attached and made a part hereto)
4. The amount of cash or property anticipated to be contributed by member(s) is \$-0-;
5. The total amounts of 2, 3 and 4 is \$20,000.00.



Signature of a member or authorized representative of a member

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STATE
TAMPA, FLORIDA

(in accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**CERTIFICATE OF DESIGNATION OF
RESIDENT AGENT/REGISTERED**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT OF DESIGNATION OF THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability Company is: ArtFestival.com, L.C.
2. The name and address of the registered agent and Office is:

Howard Alan Cohen
(NAME)

9695 West Broward Blvd.
(P. O. BOX NOT ACCEPTABLE)

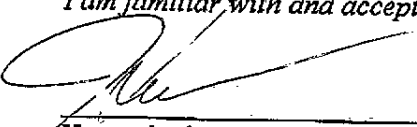
Plantation, Florida 33324
(CITY/STATE/ZIP)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated limited liability company 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Howard Alan Cohen, Registered Agent

June 8, 1999