

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224 8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

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Smvlc To Priority Regular
 Or Day Service Two Day Service

To us via Return via

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JAN 26 1995

REQUEST TAKEN CONFIRMED APPROVED

DATE

TIME CK No.

BY

WALK-IN Will Pick Up 1-25 1-26

RE: Archival Cooperative Marketing & Education Association

DISBURSED
 C.C. 25
 Capital Express
 Art. of Amend. File
 Dissolution/Withdrawal
 C U S
 Filitious Name File

Name Reservation
 Annual Report/Reinstatement
 Reg. Agent Service
 Document Filing

Corporate Kit
 Vehicle Search
 Driving Record
 Document Retrieval

UCC 1 or 3 File
 UCC 11 Search
 UCC 11 Retrieval
 File No.'s, Copies
 Courier Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prep
 FAX () pgs

SUBTOTALS

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

FILED
 JAN 26 1995
 SECRETARY OF STATE

Please remit Invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 25, 1995

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: ARTIST COOPERATIVE MARKETING & EDUCATION
ASSOCIATION
Ref. Number: W95000001792

We have received your document for ARTIST COOPERATIVE MARKETING & EDUCATION ASSOCIATION and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 195A00003204

ARTICLES OF INCORPORATION
OF

Artist Cooperative Marketing & Education Association, Inc.

FILED
25 JAN 26 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLA.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a not for profit corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be:

Artist Cooperative Marketing & Education Association, Inc.

ARTICLE II: NATURE OF BUSINESS

This corporation is an organization of Artist and Craftspeople for the advancement of Art and Art Education and may engage or transact in any or all legal activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III: ADDRESS

The street address of the registered office of the corporation shall be 11910 NW 11th Street, Pembroke Pines, Florida 33026, and the name of the initial registered agent of the corporation at that address is John D'Agostino. The principal address of the corporation is 11910 NW 11th Street, Pembroke Pines, Florida 33026.

Artine Cooperative Marketing & Education Association, Inc.
Page 2.

ARTICLE IV: SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 501(c)(3) of the Internal Revenue Code. The corporation is not subordinated nor subject to any national or fraternal organizations.

ARTICLE V: INCORPORATORS

This corporation shall have one (1) initial Incorporator. The name and address of the incorporator to these Articles of Incorporation is:

John D'Agostino
11910 NW 11th Street
Pembroke Pines, Florida 33026

ARTICLE VI: DIRECTORS

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

ARTICLE VII: MEMBERS

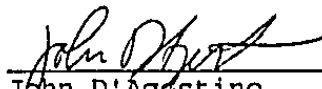
The manner of election and rights of members will be provided for by the bylaws of the corporation. The initial members of the corporation and their addresses and designations are as follows:

John D'Agostino - President
11910 NW 11th Street, Pembroke Pines, Florida 33026

John D'Agostino - Secretary
11910 NW 11th Street, Pembroke Pines, Florida 33026

John D'Agostino - Treasurer
11910 NW 11th Street, Pembroke Pines, Florida 33026

The undersigned has executed these Articles of Incorporation this 23rd day of January, 1995.



John D'Agostino

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
95 JAN 26 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, 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:

Artist Cooperative Marketing & Education Association, Inc.

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

John D'Agostino
11910 NW 11th Street
Pembroke Pines, Florida 33026

DATE: 1/23/95

SIGNATURE: John D'Agostino

TITLE: President

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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: John D'Agostino

DATE: 1/23/95