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Florida Department of State

Division of Corporations

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Division of Corporations

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Account Name : EDWARDS & CARSTARPHEN

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FLORIDA PROFIT CORPORATION OR P.A.

POP ART, INC.

Certificate of Status	1
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ARTICLES OF INCORPORATION
OF

POP ART, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

POP ART, INC.

The address of the principal office of this corporation shall be 1155 Marseille Drive, #1, Miami Beach, Florida 33141, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

The corporation may transact or engage in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

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ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1155 Marseille Drive, #1, Miami Beach, Florida 33141 and the name of the initial registered agent of the corporation is MARTIN RICHTER, whose address is 1155 Marseille Drive, #1, Miami Beach, Florida 33141.

ARTICLE V. TERM OF EXISTENCE

This corporation shall exist in perpetuity.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and street addresses of the first members of the Board of Directors are:

DIRECTORS:

MARTIN RICHTER
1155 Marseille Drive, #1
Miami Beach, Florida 33141

CORINNA RICHTER
1155 Marseille Drive, #1
Miami Beach, Florida 33141

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ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year, or until their successors are elected or appointed are:

PRESIDENT:

MARTIN RICHTER
1155 Marseille Drive, #1
Miami Beach, Florida 33141

SECRETARY:

CORINNA RICHTER
1155 Marseille Drive, #1
Miami Beach, Florida 33141

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Deborah Mordecai Edwards, whose address is, 4960 S.W. 72nd Avenue, Suite 301, Miami Florida 33155.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 3rd day of February, 2000.

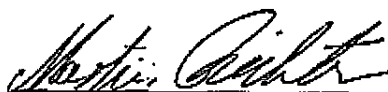

DEBORAH MORDECAI EDWARDS

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

MARTIN RICHTER, having a mailing address of 1155 Marseille Drive, #1, Miami Beach, Florida 33141, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



MARTIN RICHTER

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