

TRANSMITTAL LETTER

P00000020132

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

000003122560--0
-02/03/00--01089--006
*****78.75 *****78.75

SUBJECT: ARTISTIC Display + Design, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: ANGEL Hernandez
Name (Printed or typed)

14526 NW 88 CT
Address

MIAMI FL 33018
City, State & Zip

305-231-0208
Daytime Telephone number

FILED
00 FEB 25 PM 3:23
DEPT. OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

D. BROWN FEB 25 2000

789,3553,2550
W00-3420



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 8, 2000

ANGEL HERNANDEZ
14526 N.W. 88TH COURT
MIAMI, FL 33018

SUBJECT: ARTISTIC DISPLAY & DESIGN, INC.
Ref. Number: W00000003420

We have received your document for ARTISTIC DISPLAY & DESIGN, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of 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 (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 800A00006362

ARTISTIC DISPLAY & DESIGN, INC.

**ARTICLES OF INCORPORATION
OF
ARTISTIC DISPLAY & DESIGN, INC.**

FILED
00 FEB 25 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes

ARTICLE 1 – NAME

The name of the corporation is **ARTISTIC DISPLAY & DESIGN, INC.**, (hereinafter, "Corporation").

ARTICLE 2 – PURPOSE OF THE CORPORATION

The corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 – PRINCIPAL OFFICE

The address of the principal office and mailing address of this Corporation is 14526 Northwest 88 Court, Miami, Florida 33018

ARTICLE 4 – INCORPORATOR

The name and street address of the incorporator of this Corporation is Angel P. Hernandez whose address shall be the same as the principal office of the Corporation.

ARTICLE 5 – OFFICERS

The officers of the Corporation shall be:

President:	Angel P. Hernandez
Secretary:	Angel P. Hernandez
Treasurer:	Angel P. Hernandez

Whose address shall be the same as the principal office of the Corporation.

ARTICLE 6 – DIRECTOR(S)

The Director(s) of the Corporation shall be:

Angel P. Hernandez

ARTISTIC DISPLAY & DESIGN INC

ARTISTIC DISPLAY & DESIGN, INC.

Whose address shall be the same as the principal office of the Corporation

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND (7,000)** shares of common stock, each share having a par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, of any bonds or convertible securities of any nature; provided however, that the Board of Director(s) may, in authorizing the issuance of shares of stock on any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or condition of redemption of the stock

ARTICLE 8 – SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub chapter S of the Internal Revenue Code of 1986, as amended.

ARTISTIC DISPLAY & DESIGN, INC.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

ARTICLE 9 – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholder' restrictive Agreement containing numerous restrictions of the rights of the shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' restrictive Agreement, if any is on file at the principal office of the Corporation.

ARTICLE 10 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitation or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 12 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognized any equitable or other claim to, or interest in , such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13 – BYLAWS

The Board of Director(s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTISTIC DISPLAY & DESIGN, INC.

ARTICLE 14 – EFFECIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 – INDEMNIFICATION

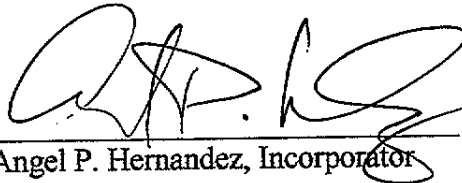
The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Director(s), that indemnification of the director, officer, employee or agent, as the case may be is permissible in the circumstances because the director, officer employee or agent has met the standard of conduct set forth by the Board of Director(s). The indemnification and advancement of attorney fees and expenses for directors, officer, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Article or Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word clause or sentence of the forgoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such person.

ARTICLE 16 – AMENDMENT

ARTISTIC DISPLAY & DESIGN, INC.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provision of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, the 1 February 2000.

A handwritten signature in black ink, appearing to read 'Angel P. Hernandez', is written over a horizontal line.

Angel P. Hernandez, Incorporator

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

FILED
00 FEB 25 PM 3:23
TALLAHASSEE, FLORIDA

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: ARTISTIC Display & Design, INC.

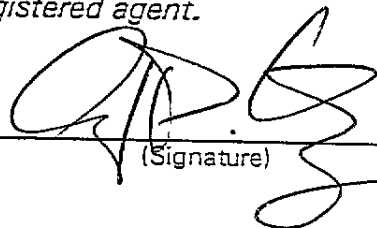
2. The name and address of the registered agent and office is:

ANGEL P. Hernandez
(Name)

14526 NW 88th
(P.O. Box not acceptable)

MIAMI FL 33018
(City/State/Zip)

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)

2/16/2000
(Date)