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TRANSMITTAL LETTER

February 7, 2000

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

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-03/23/00--01018--005
*****78.75 *****78.75

Subject: Gina Seriel Flaumenbaum Studios, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$78.75 for the corporate filing fee and certificate.

From: Joel A. Shor, CPA
3164 St. Annes Place
Boca Raton, FL 33496
561-994-3315

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2000 MAR 22 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

GINA SERIEL FLAUMENBAUM STUDIOS, INC.

Pursuant to the provisions of Section 607.194 of the Florida General Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its' Board of Directors, hereby adopts the following articles of incorporation.

ARTICLE 1- NAME AND MAILING ADDRESS

The name of this corporation is Gina Seriel Flaumenbaum Studios, Inc. The mailing address is: Gina Seriel Flaumenbaum, 1631 Red Cedar Drive, Apt. 17, Ft. Myers, FL 33907.

ARTICLE 2 - DURATION

This corporation shall exist perpetually commencing on the date these articles are filed with the Department of State.

ARTICLE 3- PURPOSE

This corporation is organized for the following purpose: interior & exterior painting and any or all lawful business.

ARTICLE 4- CAPITAL STOCK

This corporation is authorized to issue 5000 shares of one dollar (\$ 1.00) par value common stock which shall be designated "Common Shares".

ARTICLE 5- INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial registered office of this corporation is 1631 Red Cedar Drive, Apt. 17, Ft. Myers, FL 33907, and the initial registered agent of this corporation at that address is Gina Seriel Flaumenbaum.

ARTICLE 6 - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time by the bylaws but shall never be less than one. The name and mailing address of the initial director of this corporation is: Gina Seriel Flaumenbaum, 1631 Red Cedar Drive, Apt. 17, Ft. Myers, FL 33907.

ARTICLE 7 - INCORPORATOR

The name and mailing address of the person signing these articles is: Gina Seriel Flaumenbaum, 1631 Red Cedar Drive, Apt. 17, Ft. Myers, FL 33907.

ARTICLE 8 - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amounts set opposite their name:

Gina Seriel Flaumenbaum	100 shares
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Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons 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 of the shareholders and this corporation. All unissued shares of stock must be granted with unanimous approval of the board of directors prior to their issuance, if at all.

ARTICLE 9- BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and shareholders.

ARTICLE 10- POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation act.

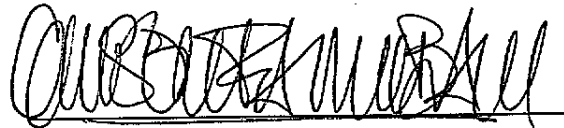
ARTICLE 11- INDEMNIFICATION

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

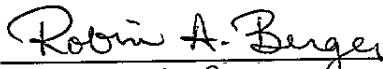
ARTICLE 12- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned subscriber has executed these articles of incorporation this 14 day of March, 2000.



Gina Serial Flaumenbaum



Robin A. Berger

Witness



Robin A Berger
My Commission CC824000
Expires April 6, 2003

State of Florida
County of Lee

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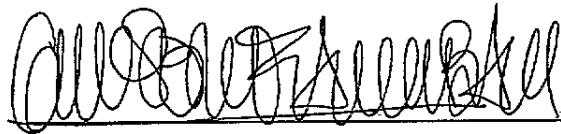
ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

GINA SERIEL FLAUMENBAUM STUDIOS, INC.

Having been named to accept service of process for the above stated corporation at the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



Gina Seriel Flaumenbaum

Robin A. Berger

Witness Robin A. Berger



Robin A Berger
My Commission CC824000
Expires April 8, 2003

State of Florida
County of Lee