

The Florida Bar

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June 13, 2000

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

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-06/21/00--01101--012
****122.50 ****78.75

Re: Artigy Corp.

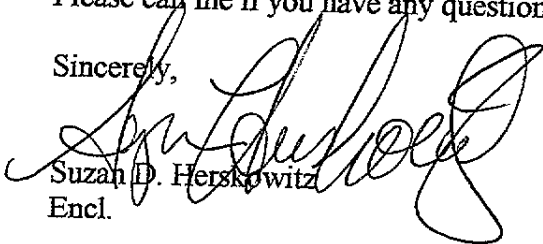
Dear Division of Corporations:

Enclosed are an Application by Foreign Corporation for Withdrawal for the above-referenced foreign corporation and Articles of Incorporation (domestic) of Artigy Corp.

My check for \$122.50 is also enclosed covering \$43.75 for the Withdrawal (filing fee & certified copy) and \$78.75 for the Articles (filing fee & certified copy).

Please call me if you have any questions or if any problems arise.

Sincerely,


Suzan D. Herskowitz
Encl.

FILED
00 JUN 21 PM 2:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

R. VARNADORE JUL - 7 2000

ARTICLES OF INCORPORATION

Of

ARTIGY CORP.

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I - NAME

The name of the corporation shall be:

Artigy Corp.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address is:

4752 SE Mizner Place
Stuart, FL 34997-2173

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of no par value common stock which shall be designated as "Common Stock".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

4752 SE Mizner Place
Stuart, FL 34997-2173

And the name of the initial registered agent of this corporation at that address is Richard T. Grimm.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

Richard T. Grimm
4752 SE Mizner Place
Stuart, FL 34997-2173

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Richard T. Grimm
4752 SE Mizner Place
Stuart, FFL 34997-2173

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: May 31, 2000



RICHARD T. GRIMM, Incorporator

Certificate designating place of business or domicile for the service of process within Florida,
naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:


First that ARTIGY CORP., desiring to organize or qualify under the laws of the State of Florida,
has named Richard T. Grimm, located at 4752 SE Mizner Place, Stuart, Florida 34997-2173, as
its agent to accept service of process within Florida.

Dated: May 31, 2000


Richard T. Grimm, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place
designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with
the provisions of all Statutes relative to the proper and complete performance of my duties, and I
am familiar with and accept the obligations of my position as registered agent.

Dated: May 31, 2000


Richard T. Grimm

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