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SUITE D
FORT LAUDERDALE, FLORIDA 33306-1623

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

RE: Luvi's Art and Frame, Inc.

Dear Sirs:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation as well as a Resident Agent Certificate. Also enclosed is a check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	35.00

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-07/25/00--01096--017
122.50 **78.75

Thank you for your attention to this matter.

Very truly yours,

Elizabeth Athanasakos
Elizabeth Athanasakos

EA/jkj
Encs.

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
LUVI'S ART AND FRAME, INC.

THIS CORPORATION is submitted for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be LUVI'S ART AND FRAME, INC.

ARTICLE II

The principal place of business of this corporation shall be 3038 - J N. Federal Highway, Fort Lauderdale, FL 33306, with the privilege of having branch offices at other places within or without the State of Florida, and within or without the United States of America.

ARTICLE III

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world, including, an art gallery. The purpose of the corporation is to engage in any lawful activity or act for which the corporation may be organized under the general Corporation Laws of the State of Florida.

ARTICLE IV

The authorized capital stock of the corporation shall be Ten Thousand (10,000) shares with One (\$1.00) Dollars par value.

All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose;

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V

The corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE VI

The number of directors of this corporation shall be not less than one (1) nor more than nine (9). The directors shall be elected by the stockholders and said directors may be removed from office by action of the stockholders as provided by the Florida Statutes and any amendments thereto or any By-Laws.

ARTICLE VII

The names and post office addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chose shall be:

LUCIENNE MADAR

3038 - J N. Federal Highway
Ft. Lauderdale, FL 33306

ARTICLE VIII

The names and post office addresses of the Incorporators to this corporation are:

LUCIENNE MADAR

3038 - J N. Federal Highway
Ft. Lauderdale, FL 33306

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon unless all of the directors and all of the stockholders sign a written

statement manifesting their intentions that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we, the undersigned, being the original subscribers and incorporators of the foregoing corporation, do hereby certify that the foregoing constitutes the provisions and charter of the above corporation.


LUCIENNE MADAR

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared, LUCIENNE MADAR, who is personally known to me (or produced N/A as identification) and is known to me to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and acknowledged that the foregoing Articles of Incorporation were executed and subscribed to for the purposes therein expressed. Affiant did (~~did not~~) take an oath.

SWORN TO and SUBSCRIBED to before me this 24 day of July, 2000.


NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE - DESIGNATING REGISTERED AGENT OR
REGISTERED OFFICE FOR SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA**

In compliance with Chapter 607.037, Florida Statutes, the following
is submitted:

First -- that LUVI'S ART AND FRAME, INC.

with its principal place of business at 3038 - J N. Federal Highway

Fort Lauderdale, State of Florida 33306

has named Lucienne Madar
(Registered Agent)

located at 3038 - J N. Federal Highway
(Street address and number of building, Post Office Box
addresses are not acceptable)

City of Fort Lauderdale State of Florida, 33306

The street address of the registered office and the street address of the
business office of the registered agent, as shown, are identical.

SIGNATURE _____

(Registered Agent)

DATE _____

July 24, 2000

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SECRETARY OF STATE
TALLAHASSEE FLORIDA