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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.

LIGHT COMPOSITIONS CORP.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

Light Compositions Corp.

ARTICLE I
NAME

The name of the corporation is:

Light Compositions Corp.

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of export and import of electrical fixtures, lamps and lighting equipment, together with all other lawful activities permitted under the laws of the State of Florida.

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ARTICLE IV
VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE VI
DESIGNATION OF SERIES

Preferred shares may be issued from time to time in series. All preferred shares shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors herein. The Board of Directors are authorized and required to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series set forth below.

1. The distinctive designation of all series and the number of shares which constitute such series;
2. The annual rate of dividends payable on the shares of all series and the time and manner of payment;

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3. The redemption of price or prices, if any, for the shares of each, any or all series;
4. The obligation, if any, of the corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of such shares;
5. The rights, if any, of the shareholders of shares of each series to convert such shares into common shares and the terms and conditions of such conversion.

ARTICLE VII
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8220 SW 164 Terrace, Miami, Florida 33157 and the name of the initial registered agent of this corporation is CARLOS A. SANTAMARIA.

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ARTICLE IX
PRINCIPAL PLACE OF BUSINESS

The street address of the place of business of this corporation is 8220 SW 164 Terrace,
Miami, Florida 33157.

ARTICLE X
INITIAL BOARD OF DIRECTORS

This corporation shall have two directors, initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

CARLOS A. SANTAMARIA, 8220 SW 164 Terrace, Miami, Florida 33157

CARLOS O. SANTAMARIA, 8220 SW 164 Terrace, Miami, FL 33157

LISA BIEN-MACCORMACK, 8220 SW 164 Terrace, Miami, Florida 33157

SILVIA CAMERANO, 8220 SW 164 Terrace, Miami, Florida 33157

The name and address of the person signing these articles is:

CARLOS A. SANTAMARIA, 8220 SW 164 Terrace, Miami, Florida 33157

ARTICLE XI
BYLAWS

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

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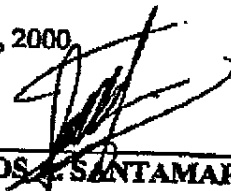
ARTICLE XII
INDEMNIFICATION

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

ARTICLE XIII
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 29 day of August, 2000.


CARLOS A. SANTAMARIA

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared **CARLOS A. SANTAMARIA** known to me or who has produced _____ as identification and known by me to be the person who executed the foregoing Articles and who acknowledged before me the execution of these Articles.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on this 29 day of August, 2000.

 (SEAL)
NOTARY PUBLIC, State of Florida at Large
Printed Name: _____
My Commission Expires _____



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First that **Light Compositions Corp.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, has named **CARLOS A. SANTAMARIA** located at **9220 SW 164 Terrace, Miami, Florida 33157**, as its agent to accept service of process within Florida.



 Corporate Officer

 Title: President

 Date: 8/29/00

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, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



CARLOS A. SANTAMARIA, Registered Agent

 Date: 8/29/00

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