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ANDREW S. FORMAN, P.A.
Attorney at Law
3355 WEST BEARSS AVENUE
TAMPA, FLORIDA 33618
(813) 969-3000
FAX (813) 968-8000

July 21, 2000

Florida Dept. of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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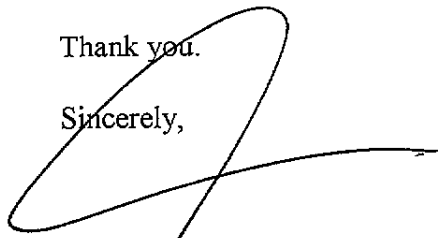
RE: Articles of Incorporation - GALAXYART.COM, INC.

Dear Sir or Madam:

Enclosed, please find Articles of Incorporation for filing, along with the appropriate filing fee. Please return a date-stamped copy to this office. Should you have any questions, please feel free to call this office.

Thank you.

Sincerely,



Andrew S. Forman, Esq.

enclosures

ASF/pvp
Phyllis

FILED
00 AUG 29 AM 7:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER SEP 1 2000
W-19302



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 8, 2000

ANDREW S FORMAN, P.A.
ATTN: PHYLLIS
3355 W BEARSS AVE
TAMPA, FL 33618

SUBJECT: GALAXY ART, INC.
Ref. Number: W00000019302

We have received your document for GALAXY ART, 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):

Your document is being returned as requested.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 600A00042668

ANDREW S. FORMAN, P.A.
Attorney at Law
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TAMPA, FLORIDA 33618
(813) 969-3000
FAX (813) 968-8000

August 23, 2000

Florida Dept. of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation – Galaxyart.com.

Dear Sir or Madam:

Enclosed, please find Articles of Incorporation for filing the name of Galaxyart.com. to replace the Galaxy Art, Inc. application where the name was already in use. Please return a date-stamped copy to this office. Should you have any questions, please feel free to call this office.

Thank you.

Sincerely,

Andrew S. Forman, Esq.

enclosures

ASF/pvp

meg.

ARTICLES OF INCORPORATION
OF
GALAXYART.COM, INC.

FILED
00 AUG 29 AM 7:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be GALAXYART.COM, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 shares of common capital stock at ten cent (\$.10) par value per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be up to six. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

David Lurie, President/Treasurer,
Ali Khashoggi, Vice Pres/Secretary.

ARTICLE VII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 1281 S. Missouri Avenue, Clearwater, FL 33756

The name of the individual who shall serve as this corporation's initial registered agent at that address is: David Lurie, 1281 S. Missouri Avenue, Clearwater, FL 33756

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: David Lurie, President/Treasurer, and Ali Khashoggi, Vice Pres/Secretary.

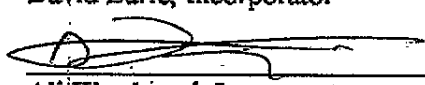
ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



David Lurie, Incorporator

Date: 8/15/00



Ali Khashoggi, Incorporator

Date: 15/08/00

I hereby accept my designation as resident agent and agree to serve as the resident agent of GALAXYART.COM I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for GALAXYART.COM, INC.



David Lurie, Registered Agent

Date:

8/15/00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA