

P00000090938

Rev Sept 2000

TRANSMITTAL LETTER

FILED  
00 SEP 25 AM 9:00  
TALLAHASSEE, FLORIDA

September 21, 2000

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

300003403573---0  
-09/25/00--01146--014  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**SUBJECT: GIVE ART LIFE.COM, Inc.**

Enclosed please find an original, and one (1) copy of the Articles of Incorporation for the above corporation,

Enclosed is an original and one (1) copy of the articles of incorporation, and a check for: \$ 87.50.

<input type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$78.75	<input checked="" type="checkbox"/> \$87.50
Filing Fee	Filing Fee	Filing Fee	Filing Fee,
	& Certificate of Status	& Certified Copy	Certified Copy &
			Certificate of Status

Please mail approved Corporate Charter, and Accompanying documents for the above named corporation, to the address as given in this letter.

**FROM: RECTOR AND ASSOCIATES, INC.**  
10220 US 19 North, Suite 400  
Port Richey, FL 34668

**NOTE: Please provide the original and one copy of the articles.**

D. BROWN SEP 27 2000

CERTIFICATE OF INCORPORATION  
OF  
GIVE ART LIFE.COM, INC.

FILED  
00 SEP 25 AM 9:00  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge and file this certificate for the purpose of creating a corporation under the laws of the state of Florida

I. NAME

The name of this corporation shall be:

GIVE ART LIFE.COM, INC.

II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

- A. To own and operate a commercial building.
- B. To purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign, and transfer or otherwise dispose of, and to develop, invent, trade, deal in and deal with goods, wares, merchandise and any other real or personal property of every class and description whatsoever.
- C. To engage in any other activity or business permitted under the laws of the United States and of the State of Florida.

III. CAPITAL

The minimum amount of capital stock authorized for this corporation shall be one thousand (2,000,000) shares of common stock having a par value of One (\$.005) Cent per corporation share.

The amount of capital with which this shall begin business is One Thousand (\$1,000.00) Dollars.

IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

V. CORPORATE ADDRESS

The street address of the principal office of this corporation shall be:  
10220 US Highway 19 Suite 400  
Port Richey, FL 34668.

VI. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

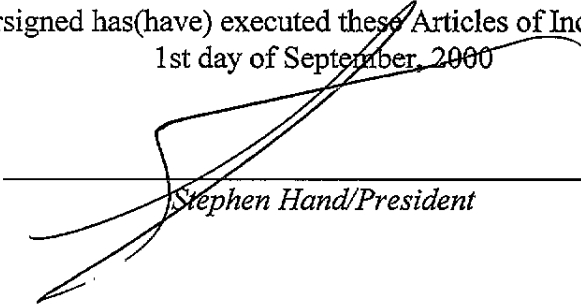
Stephen Hand  
10220 US Highway 19 Suite 400  
Port Richey, FL 34668

VII. DIRECTORS

- A. The initial number of directors shall be 1 (1), which may be a changed number from time to time by amendment to this certificate as hereinafter provided.
- B. The names and post office addresses of the members of the first Board of Directors and their respective offices are as follows:

President: Stephen Hand  
10220 US Highway 19 Suite 400  
Port Richey, FL 34668

The undersigned has(have) executed these Articles of Incorporation this  
1st day of September, 2000

  
\_\_\_\_\_  
Stephen Hand/President

VIII. ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent.

IX. SUBSCRIBER

The name and post office address of the subscriber to this certificate of incorporation, and the number of shares he shall purchase and the consideration therefore are:

Stephen Hand	2,000,000 shares	\$1000.00
10220 US Highway 19		
Suite 400		
Port Richey, FL 34668		

X. AMENDMENT

This certificate of incorporation may be amended in whole or in part at any properly convened stockholders' meeting upon approval of the stockholders holding an aggregate of at least three-fourths (3/4th) of the stock entitled to vote thereon present or represented by proxy at said meeting.

XI. ADDITIONAL PROVISIONS

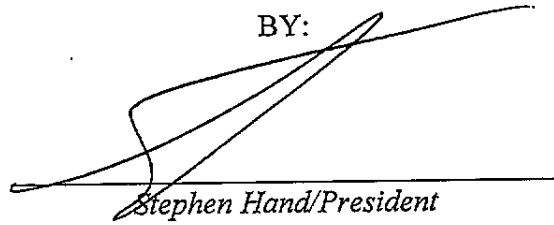
The following additional provisions for the regulation of the business and for the conduct of affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders and directors are hereby adopted as a part of this Certificate of Incorporation.

1. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

Signed this 1st day of September, 2000

GIVE ART LIFE.COM, INC.

BY:

A handwritten signature in black ink, appearing to read "Stephen Hand", is written over a horizontal line. The signature is stylized with a large loop and a long horizontal stroke extending to the right.

*Stephen Hand/President*

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE

FILED  
00 SEP 25 AM 9:01  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designated the registered office / registered agent, in the state of Florida.

1. The name of the corporation is:

GIVE ART LIFE.COM, INC.

2. The name and address of the registered agent and office is:

Stephen Hand  
10220 US Highway 19 Suite 400  
Port Richey, FL 34668

Signature: \_\_\_\_\_

(CORPORATE OFFICER)

Title: \_\_\_\_\_

President

Date: \_\_\_\_\_

9/21/00

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: \_\_\_\_\_

DATE: \_\_\_\_\_

9/21/00