

TRANSMITTAL LETTER

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

000003795330--4
-03/02/01--01024--005
*****87.50 *****87.50

SUBJECT: TERRY MADDEN'S WATERCOLOR WORKSHOP, INC.

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for \$87.50.
Filing Fee, Certified Copy & Certificate of Status.

From: Louis Escalante
370 W. Camino Gardens Blvd., #208
Boca Raton, FL 33432

FILED
01 MAR -2 AM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3-2-01
WC

ARTICLES OF INCORPORATION

OF

TERRY MADDEN'S WATERCOLOR WORKSHOP, INC.

FILED
01 MAR -2 AM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporations Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the name of the corporation shall be:

TERRY MADDEN'S WATERCOLOR WORKSHOP, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

TERRY MADDEN'S WATERCOLOR WORKSHOP, INC.
370 W. CAMINO GARDENS BLVD. #208
BOCA RATON, FL 33432

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

2,000 (Two thousand)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

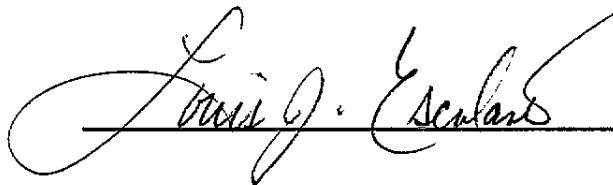
Louis Escalante
370 W. Camino Gardens Blvd. #208
Boca Raton, FL 33432

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Louis Escalante
370 W. Camino Gardens Blvd. #208
Boca Raton, FL 33432

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 28th day of February, 2001.



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

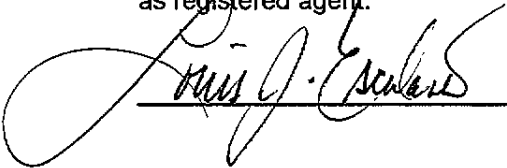
1. The name of the corporation is: TERRY MADDEN'S WATERCOLOR WORKSHOP, INC.

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

Louis Escalante
370 W. Camino Gardens Blvd. #208
Boca Raton, FL 33432

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TALLAHASSEE, FLORIDA

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 obligations of my position as registered agent.



2/28/01