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

FILED
01 APR 30 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: ART THAT works, Inc.

I enclose an original and 1 copy(ies) of the Articles of
Incorporation for the above corporation and a check for the amount of
\$ 78.75

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-05/01/01--01032--007

*****78.75 *****78.75

From: CATHERINE A. RILEY

Name

3350 E. ATLANTIC BLVD. SUITE 305

Address

POMPANO BEACH, FL 33062

City

State

Zip

954-783-0733

Telephone

5-2-01
WCC

ARTICLES OF INCORPORATION
FOR
ART THAT WORKS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of an Act of Legislature of the State of Florida approved June 1, 1925, and the acts amendatory thereto, do hereby subscribe to these Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be Art That Works, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business corporation shall be 3350 E. Atlantic Blvd., Suite 305, Pompano Beach, FL 33062. The corporation's mailing address shall be the same.

ARTICLE III CAPITAL STOCK

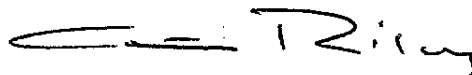
The number of shares of stock that this corporation is authorized to have outstanding at any one time shall be One Hundred shares (100) at no par value. The whole or any part of the capital stock of the corporation shall be payable on lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with capital stock at such valuation as shall be fixed by the Directors.

ARTICLE IV BOARD OF DIRECTORS

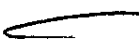
The corporation shall have one directors constituting the original Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws: however there shall never be less than one.

The name and address of the first board of directors of this corporation are:

Catherine A. Riley, President
3350 E Atlantic Blvd., Ste 305
Pompano Beach, FL 33062



ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

 The name and address of the initial registered agent is Catherine A. Riley, 3350 E. Atlantic Blvd, Ste 305, Pompano Beach, FL 33062.

ARTICLE VI PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

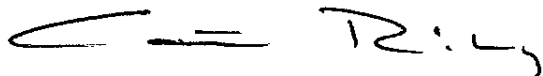
ARTICLE VII TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VIII INITIAL SUBSCRIBERS

The name and addresses of the initial subscribers to these Articles of Incorporation are:

Catherine A. Riley, President
3350 E Atlantic Blvd., Ste 305
Pompano Beach, FL 33062

A handwritten signature in black ink, appearing to read "C. A. Riley", is written over the printed name of Catherine A. Riley.

ARTICLE IX INCORPORATOR

The name and address of the incorporator executing the
Articles of Incorporation of this corporation is:

Catherine A. Riley, President
3350 E Atlantic Blvd., Ste 305
Pompano Beach, FL 33062

A handwritten signature in black ink, appearing to read "C.A. Riley", written over a horizontal line.

ARTICLE X POWER TO FORM PARTNERSHIP

The corporation shall have the power to enter into, or
become a partner in, any arrangement for sharing profits
with any person, firm, or corporation now carrying on or
about to carry on any business which this corporation has
the direct, incidental and legal authority to pursue.

ARTICLE XI ATTESTATION

IN WITNESS THEREOF, the undersigned incorporator makes and files these Articles of Incorporation for the purpose and intent to carry on business within the State of Florida, and said incorporator does attest that the above facts and statements are truly and correctly stated on this 27 day of April, 2001.


Catherine A. Riley

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

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 designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:


Art That Works, Inc.

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

Catherine A. Riley

3350 E Atlantic Blvd., Ste 305

Pompano Beach, FL 33062

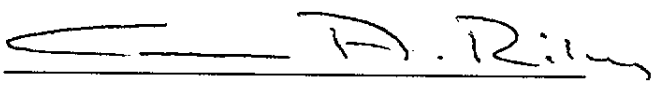
Signature: 

Title: PRESIDENT

Date: 4/27/01

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01 APR 30 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FL 32399

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.

Signature: 

Date: 4/27/01