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TRANSMITTAL LETTER

May 4, 2001

01 MAY -7 AM 9:25

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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

SUBJECT: Esman Arts, Inc.
(proposed corporate name)

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-05/07/01--01100--001
*****70.00 *****70.00

Enclosed please find an original and one (1) copy of the articles of incorporation and check in the amount of \$70.00. Please file the original and return the stamped copy to my office by regular U.S. mail

FROM: Bruce R. Glassman
2955 Hartley Road, Suite 103
Jacksonville, FL 32257
(904) 262-4313

D. WHITE MAY 11 2001

**ARTICLES OF INCORPORATION
OF
ESMAN ARTS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article 1. The name of the Corporation is:

Esman Arts, Inc.

Article 2. The street address of the registered office of the Corporation in the State of Florida is 2104 University Boulevard West, Jacksonville, Florida 32217, and the name of the Corporation's initial registered agent upon whom process against the Corporation may be served at said registered office is Stuart B. Cohen.

Article 3. The street address of the initial principal office of the Corporation is 2104 University Boulevard West, Jacksonville, Florida 32217.

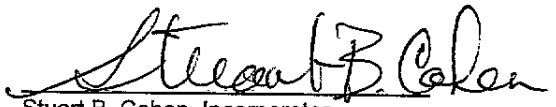
Article 4. The total number of shares of stock which the Corporation shall have authority to issue is 100,000 shares, \$0.01 par value, all of which shall be of the same class and all of which are designated as common stock.

Article 5. No shareholder of the Corporation, by reason of the holding of shares by such shareholder, shall have any preemptive right to purchase, subscribe to, or have first offered to, any shares of any class of the Corporation, presently or subsequently authorized, or any notes, debentures, bonds or other securities of the Corporation convertible into, or carry options or warrants to purchase, shares of any class, presently or subsequently authorized (whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities would adversely affect the dividend or voting rights of such shareholders), other than such rights, if any, as the Board of Directors in its sole discretion from time to time may grant, at such prices as the Board of Directors in its discretion may fix. The Board of Directors may issue shares of any class of the Corporation, or any notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class without offering any such shares of any class, either in whole or in part, to the existing shareholders of any class.

Article 6. The number of directors constituting the initial Board of Directors of the Corporation is two. The number of directors of the Corporation may be increased or decreased pursuant to the bylaws of the Corporation, and so long as there are less than three shareholders, the number of directors may be less than three but not less than the number of shareholder. The name and address of each person who is to serve as a director until a successor is elected and qualifies are: Amy E. Cohen having an address at 2104 University Boulevard West, 2104 University Boulevard West, and Stuart B. Cohen having an address at 2104 University Boulevard West, 2104 University Boulevard West.

Article 7. The name of the incorporator is Stuart B. Cohen, and the mailing address of the incorporator is 2104 University Boulevard West, Jacksonville, Florida 32217.

Dated: May 1, 2001.


Stuart B. Cohen, Incorporator

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in the Articles of Incorporation, 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.

Dated: May 1, 2001


Stuart B. Cohen

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