

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P01000050820

HANDS ON ART, INC

200004288362--7

-05/22/01--01085--029

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

X

Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

X

Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File **J. BRYAN MAY 22 2001**

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

Signature _____

Requested by: **KC**

Name _____

Date **5/22**

Time _____

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION
OF
HANDS ON ART, INC.

FILED
01 MAY 22 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATION NAME

The name of this corporation is Hands On Art, Inc.

ARTICLE II

PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

EFFECTIVE DATE
05-17-01

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the Corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast (1) vote for each share of common stock owned. That a common stockholder is interested in a matter shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of directors and all other purposes shall be vested exclusively in the holders of the outstanding stock.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

The street address of the initial registered office of this Corporation is 3200 North Military Trail, Suite #201, Boca Raton, Florida 33431, the name of the initial registered agent of this Corporation is Aurora Robles. The Board of Directors may, from time to time, change the street address of the Corporation as well as the location of its principal office. The principal address of this Corporation is 3200 North Military Trail, # 201, Boca Raton, FL 33431.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The Corporation shall have 1 Director initially. The number of Directors may be increased from time to time by the by-laws, but shall never be less than one. The name and address of the initial Directors of this Corporation are:

Aurora Robles, 9024 Emerson Avenue, Surfside, FL 33154

**ARTICLE VII
INCORPORATORS**

The name and address of the persons signing these Articles are Aurora Robles, 9024 Emerson Avenue, Surfside, FL 33154.

**ARTICLE VIII
PRE EMPTIVE RIGHTS**

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE IX
DATE OF CORPORATE EXISTENCE**

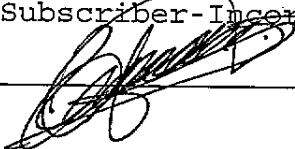
The date the beginning of the corporate existence of Hands On Art, Inc., shall be at the time of subscription and acknowledgment of these articles.

**ARTICLE XI
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 17TH DAY OF MAY, 2001.

Aurora Robles
Subscriber-Incorporator



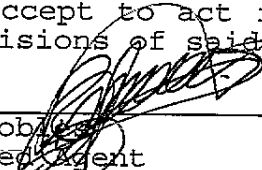
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Florida Statute 607.0501, the following is submitted in compliance with said act:

FIRST: **Hands On Art, Inc.**, desiring to organize under the Laws of the State of Florida, with its principal offices in the in the City of Boca Raton, County of Palm Beach, State of Florida, has named Aurora Robles, 3200 North Military Trail #201, Boca Raton, FL 33431, as its agent to accept services of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designed in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said offices.


Aurora Robles
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA