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Chapter Number Only

FILED

7/2/01

VALIDATION ONLY

01 JUL -3 PM 3:12

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Fernando Valdes, Acct

Requestor's Name

782 NW 42 Ave #433

Address

Miami FL 33126

City

State

ZIP

Phone

305-446-4006

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

CORPORATION(S) NAME

ART MIX, INC.

DIVISION OF CORPORATION

01 JUL -3 AM 9:48

RECEIVED

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
		<input type="checkbox"/> Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

certified
copy

D. WHITE JUL 3 - 2001

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Empire Toll Free: 1-800-432-3028

01 JUL -3 PM 3: 12

ARTICLE OF INCORPORATION
OFSECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, AND UNDER THE STATUE OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, RIGHTS, PRIVILEGES, IMMUNITIES AND LIABILITIES OF INCORPORATING FOR PROFIT, DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE ONE

THE NAME OF THE CORPORATION: ARTMIX, INC.

ARTICLE TWO

THE GENERAL PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED ARE:

1. TO TRANSACT ANY LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATION ACT, AND ENGAGE IN ANY OTHER TRADE OR BUSINESS WITH CAN, BE ADVANTAGEOUSLY CARRIED IN CONNECTION WITH OR AUXILIARY TO THE FOREGOING BUSINESS.
2. TO DO SUCH THINGS AS ARE INCIDENTAL TO THE FORGOING OR NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.

ARTICLE THREE

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS 100 SHARES OF COMMON STOCK. SUCH SHARES SHALL BE OF A SINGLE CLASS, AND SHALL HAVE A PAR VALUE OF \$1.00

ARTICLE FOUR

THE PLEDGE, SALE, TRANSFER OR OTHER DISPOSITION OF THE CAPITAL STOCK MAY BE GOVERNED AND RESTRICTED BY THE BY-LAWS FOR WRITTEN AGREEMENT AMONGST THE STOCKHOLDERS WHICH SHALL BE ON FILE IN THE OFFICE OF THE OFFICES OF THE CORPORATION SO NAMED IN ARTICLE SEVEN HEREIN.

THE BY-LAWS MAY PROVIDE FOR CUMULATIVE VOTING BY STOCKHOLDERS AT ALL ELECTIONS OF THE DIRECTORS OF THE CORPORATION.

ARTICLE FIVE

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION MAY BEGIN BUSINESS SHALL NOT BE LESS THAN ONE HUNDRED (\$100.00) DOLLARS.

ARTICLE SIX

THE EXISTENCE OF THE CORPORATION IS PERPETUAL.

ARTICLE SEVEN

THE INITIAL ADDRESS AND REGISTERED OFFICES OF THE CORPORATION IN THE STATE OF FLORIDA SHALL BE: 7135 HARDING AVE SUITE 104 MIAMI BEACH, FLORIDA 33141

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICES TO ANY OTHER ADDRESS WITHIN THE STATE OF FLORIDA. THE REGISTERED AGENT IS: JUSTIN MACALA ADDRESS: 7135 HARDING AVE SUITE 104 MIAMI BEACH, FLORIDA 33141

ARTICLE EIGHT

THE BUSINESS OF THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS CONSISTING OF NOT LESS THAN (2) NO MORE THAN (5) DIRECTORS. A QUORUM FOR THE HOLDING OF A MEETING OF THE BOARD OF DIRECTORS, AND FOR THE TRANSACTION OF ANY BUSINESS PROPERLY CARRIED OUT BY THE DIRECTORS ON BEHALF OF THE CORPORATION, SHALL CONSIST OF A MAJORITY OF THE MEMBERS THEREOF. BUT, THE DIRECTORS, BY UNANIMOUS CONSENT IN WRITING, INCLUDED IN THE MINUTES OF THE CORPORATION, MAY CONSENT TO THE DOING OF ANY ACT AND SUCH CONSENT IN WRITING SHALL HAVE THE SAME FORCE AND EFFECT AS THOUGH A FORMAL MEETING HAD BEEN HELD PURSUANT TO CALL BEING DULY MADE AND AS THOUGH THE SAID ACT HAD BEEN COMPLETED AND AUTHORIZED AT A MEETING AT WHICH A QUORUM HAD BEEN PRESENT, AND /OR SUCH DUTIES MAY BE DELEGATED TO AN "EXECUTIVE COMMITTEE".

ARTICLE NINE

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS AS FOLLOWS. THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS IS:

PRESIDENT: JUSTIN MACALA 7135 HARDING SUITE 104 MIAMI BEACH
SECRETARY: JUSTIN MACALA 7135 HARDING SUITE 104 MIAMI BEACH
TREASURER: JUSTIN MACALA 7135 HARDING SUITE 104 MIAMI BEACH
VICE-PRES.: JUSTIN MACALA 7135 HARDING SUITE 104 MIAMI BEACH

ARTICLE TEN

THE NAME AND ADDRESS OF THE SUBSCRIBERS TO THE ARTICLES OF INCORPORATION, AND THE NUMBER OF SHARES OF STOCK THAT THEY AGREE TO TAKE ARE AS FOLLOWS:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>SHARES/CASH VALUE</u>
JUSTIN MACALA	7135 HARDING AVE SUITE 104	100/\$100

ARTICLE ELEVEN

THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS UNDER 1244 OF THE INTERNAL REVENUE CODE IN ORDER FOR THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS THEREUNDER.

IN WITNESS WHEREOF: WE HAVE HEREUNTO SET OUR HANDS AND SEALS THIS 18TH DAY OF JUNE, 2001.



Yvonne Valdes
Commission # DD 015011
Expires April 9, 2005
Bonded Through
Atlantic Bonding Co., Inc.

_____(SEAL)

_____(SEAL)

_____(SEAL)

STATE OF FLORIDA
COUNTY OF MIAMI DADE

I HEREBY CERTIFY THAT ON THIS DAY PERSONALLY APPEARED BEFORE ME, AN OFFICER DULY AUTHORIZED TO TAKE ACKNOWLEDGEMENTS AND ADMINISTER OATHS IN THE STATE OF FLORIDA, JUSTIN MACALA TO ME WELL KNOWN TO BE THE PERSONS DESCRIBED IN AN WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AN WHO ACKNOWLEDGED BEFORE ME THAT HE/SHE/THEY EXECUTED FREELY AND VOLUNTARILY FOR THE PURPOSE THEREIN EXPRESSED.

IN EYEWITNESS WHEREOF, I HAVE SET HAND SEAL IN THE STATE AND COUNTY ABOVE, ON 18TH DAY OF JUNE, 2001

Yvonne Valdes

NOTARY PUBLIC

STATE OF FLORIDA

COMMISSION EXPIRES April 9, 2005

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

Justin Macala

REGISTERED AGENT

Justin Macala

STATE OF FLORIDA
COUNTY OF MIAMI DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENT IN
THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED
JUSTIN MACALA, KNOW TO BE AND KNOW BY ME TO EXECUTED THE
FOREGOING ACCEPTANCE BY REGISTERED AGENT, AND HE ACKNOWLEDGED
BEFORE ME THAT HE EXECUTED THAT ACCEPTANCE ON 15TH DAY OF JUNE,
2001.

Yvonne Valdes



Yvonne Valdes
Commission # DD 015011
Expires April 9, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES April 9, 2005

STATE OF FLORIDA
DEPARTMENT OF STATE

FILED

01 JUL -3 PM 3:13

SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS
AND DIRECTORS

THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH CHAPTER 48.091,
FLORIDA STATUTES:

ARTMIX, INC.

A CORPORATION ORGANIZED (OR ORGANIZING) UNDER THE LAWS FOR THE
STATE OF FLORIDA WITH IN ITS PRINCIPAL OFFICE AT 71235 HARDING
AVENUE SUITE 104 MIAMI BEACH, FLORIDA 33141

HAS NAMED JUSTIN MACALA, LOCATED AT 7135
HARDING AVENUE 104 MIAMI BEACH, FL 33141 Miami-Dade County
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

OFFICERS:

<u>NAME</u>		<u>TITLE</u>	<u>ADDRESS</u>
<u>JUSTIN MACALA</u>	(P)		<u>7135 HARDING AVE. MIAMI BEACH</u>
<u>JUSTIN MACALA</u>	(S)		<u>7135 HARDING AVE. MIAMI BEACH</u>
<u>JUSTIN MACALA</u>	(T)		<u>7135 HARDING AVE. MIAMI BEACH</u>
<u>JUSTIN MACALA</u>	(V)		<u>7135 HARDING AVE. MIAMI BEACH</u>

DIRECTOR(S):

NAME

JUSTIN MACALA ADDRESS
7135 HARDIM AVE. MIAMI BEACH FL.

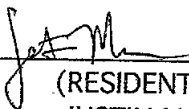
By:



(CORPORATE OFFICER)

ACCEPTANCE:

I AGREE AS RESIDENT AGENT TO ACCEPT SERVICE OF PROCESS, TO KEEP
OFFICE OPEN DURING PRESCRIBED HOURS; TO POST MY NAME (AND ANY
OTHER OFFICERS OF SAID CORPORATION AUTHORIZED TO ACCEPT SERVICE
OF PROCESS AT THE ABOVE FLORIDA DESIGNATED ADDRESS) IN SOME
CONSPICUOUS PLACE IN OFFICE AS LAW REQUIRES.



(RESIDENT AGENT)
JUSTIN MACALA