

PO2000061310

James L. Edwards
5196 41st Street South
St. Petersburg, FL 33711
Tel. (727) 866-2583

May 28, 2002

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

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-06/03/02--01043--011
*****87.50 *****87.50

Re.: ART RESEARCH TECHNOLOGIES, CORP.

Dear Sirs:

Enclosed is an original and one (1) copy of the articles of incorporation and certificate designating place of business or domicile for the service of process within the State of Florida naming agent upon whom process may be served.

Also enclosed is my check for \$87.50 in payment for the filing fee, certified copy and certificate of status for the above named for profit corporation.

Please send certified copy and certificate of status to:

James L. Edwards
5196 41st Street South
St. Petersburg, FL 33711

Thank you very much.

Sincerely,


James L. Edwards
Subscriber

Encl.: Check No. 757

FILED
02 JUN -4 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/2
6/4/02

ARTICLES OF INCORPORATION
OF
ART RESEARCH TECHNOLOGIES, CORP.

FILED
02 JUN -4 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and to subscribe to these Articles of Incorporation, do hereby make and file these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

ART RESEARCH TECHNOLOGIES, CORP.

ARTICLE II

The principal place of business and mailing address is:

5196 41st Street South
St. Petersburg, Florida 33711

ARTICLE III

The corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE IV

The purpose for which the corporation is organized is, to wit:

To engage in the process of technical analysis and research of works of art and collectibles in and out of the State of Florida, and to render opinions on authenticity of attributions based upon examinations using highest states of advancement of analysis technologies. Methods and facilities used for such analyses and research will be out-sourced with recognized authorities in the wide range of practitioners of technical analysis of art and collectibles; and to conduct any and all other lawful business that may be in the interest of the corporation both retail and

wholesale, and to manufacture, purchase, franchise, otherwise acquire and dispose of and to invest in, trade in, deal in, franchise, and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, mutual fire insurance company, cooperative association, fraternal benefit society, state fair or exposition; and it is hereby expressly provided that the following enumeration of specific powers shall not be held to limit or restrict in any manner these general powers. Generally, to make and perform contracts of any kind and description and for the purposes of attaining any of the objectives of this corporation and to generally do and perform any and all things necessary or incident to the performing or carrying out of the powers herein specifically described or implied, and to do any and all other things not prohibited by law that a corporation may legally do under the laws of the State of Florida and the United States of America.

ARTICLE V

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is one-thousand (1,000) shares of Common Stock, each share having the par value of one-dollar (\$1.00); and all stock shall be fully paid and non-assessable. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor or services to this corporation. Any stockholder, upon the sale for cash, labor, services, or property, of any new stock by the corporation, of the same kind, class or series as that which the stockholder already holds, shall have the right to purchase a pro-rata share thereof.

ARTICLE VI

The amount of capital with which the corporation shall commence business shall be not less than five hundred (\$500.00) dollars.

ARTICLE VII

The corporation shall have five (5) directors initially. All stockholders may be directors and are entitled to vote their shares on a pro-rata basis, with one share equaling one vote. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than three (3) directors none of

whom need be stockholders of the corporation. The names and post-office addresses of the first board of directors who, subject to the provisions of these Articles of Incorporation and the by-laws of the corporation, and the laws of the State of Florida and United States of America, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

| NAME | ADDRESS |
|--------------------|---|
| James L. Edwards | 5196 41 st Street South St. Petersburg, Florida 33711 |
| Lisa K. Kowenski | 10190 109 th Street North Seminole, Florida 33772 |
| Cynthia A Swain | 8327 42 nd Avenue North St. Petersburg, Florida 33701 |
| Tiffany A. Edwards | 5196 41 st Street South St. Petersburg, Florida 33711 |
| George M. Edwards | 5001 Lake Front Drive B-2 Tallahassee, Florida 32303 |

ARTICLE VIII

The name and Florida street address of the registered agent is:

| NAME | ADDRESS |
|------------------|---|
| James L. Edwards | 5196 41 st Street South St. Petersburg, Florida 33711 |

ARTICLE IX

The Articles of Incorporation shall be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intent that a certain amendment of the Articles of Incorporation be made.

ARTICLE X

The name and address of the incorporator is:

NAME

ADDRESS

James L. Edwards

5196 41st Street South
St. Petersburg, Florida 33711

IN WITNESS WHEREOF, I, the undersigned, being the sole original subscriber to the capital stock hereinbefore named have hereunto set my hand and seal this 28 day of May, 2002 for the purpose of forming this corporation to do business both within and without the State of Florida, do make and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation, and certify that the facts therein are true.

Signed: James L. Edwards (SEAL)
James L. Edwards

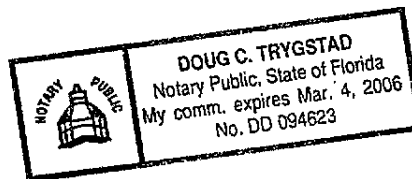
State of Florida)
County of Pinellas)

I HEREBY CERTIFY that on this day, personally appeared the above named party, and he is known to me to be the person executing the foregoing Articles of Incorporation.

WITNESS my hand and seal, this 28 day of May, 2002.

My commission expires:

Doug C. Trygstad (SEAL)
NOTARY PUBLIC



CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICLE
FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA,
NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

FILED
22 JUN -4 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Florida Statutes, the following is submitted:

First, that ART RESEARCH TECHNOLOGIES, CORP., with its place of business at 5196 41st STREET SOUTH< ST. PETERSBURG, FLORIDA 33711 has named James L. Edwards, located at 5196 41st Street South, St. Petersburg, Florida 33711, as its agent to accept service of process within the State of Florida.

Signed: James L. Edwards
Corporate Director

Title: Subscriber

Date: May 28, 2002

Having been named to accept service of process for the above named corporation, I hereby agree to act in this capacity and do understand the responsibilities of this naming and further agree to comply with the provisions of all Florida statutes governing obligations of registered agent

Signed: James L. Edwards
Registered Agent

Date: May 28, 2002

(Note: Payment of filing fee of \$35.00 designating Registered Agent has been sent via transmittal of filing of these Articles of Incorporation.)