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DIVISION OF CORPORATIONS
04 MAY 10 PM 3:23

THOMAS J. HESS, P.A.

Attorneys-At-Law

1401 Brickell Avenue, Suite 825
Miami, Florida 33131-2624

Telephone (305) 373 0330
Facsimile (305) 373 2735
tjhess@earthlink.net

May 6, 2004

Florida Division of Corporations
P.O. BOX 6327
Tallahassee, FL 32314

Re: Certificate of Domestication/Articles of Incorporation
ARTEMIS USA, INC.

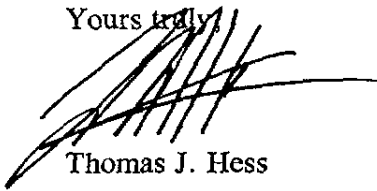
Dear Sir or Madam:

Enclosed please find a Certificate of Domestication and Articles of Incorporation of the above-noted Corporation, and a check for \$137.50 for the filing fee and Certificate of Status.

Please direct the confirmations and any inquiries to the undersigned at the address listed on this letterhead.

Thank you.

Yours truly,



Thomas J. Hess

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CERTIFICATE OF DOMESTICATION

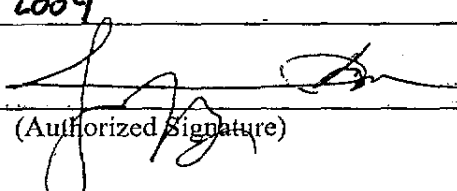
The undersigned, Engin Kaya, President,
(Name) (Title)

of Artemis USA Inc.,
(Corporation Name) a foreign corporation,
in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was November 7, 2001.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was New York.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Artemis USA Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Artemis USA Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was New York.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President, of Artemis USA Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 26th day of April, 2004.


(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

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**ARTICLES OF INCORPORATION
OF
ARTEMIS USA INC.**

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

ARTICLE I

The name of the corporation is ARTEMIS USA INC. (the "Corporation").

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The Corporation is authorized to issue 10,000 shares of common stock, with no par value.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address, is 4476 NW 74th Ave Miami, FL 33166.

ARTICLE V

The street address of the Corporation's initial registered office is Thomas J. Hess, Esq., Thomas J. Hess, P.A., 1401 Brickell Ave, Suite 825, Miami, FL 33131.

ARTICLE VI

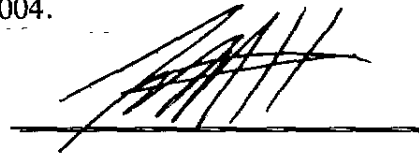
The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses

to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

The name and address of the incorporator of the Corporation in Florida is Thomas J. Hess, Esq., 1401 Brickell Avenue, Suite 825, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 30th day of April, 2004.

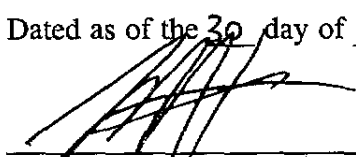


Thomas J. Hess
Incorporator (Florida)

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Artemis USA Inc., at the place designated in the articles of incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 30 day of April, 2004.



Thomas J. Hess, Esq.

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