

01/13/95 12154

FAS-T CORP. AGENTS, INC.

(305) 599-9591

PT 01

1/13/95

FLORIDA DIVISION OF CORPORATIONS

10:14 AM

PUBLIC ACCESS SYSTEM

((H95000000523))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: FAS-T CORP. AGENTS, INC.
8405 NW 53RD BT
SUITE C-100
MIAMI FL 33166-0-0000 00

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CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0039
FAX: (305) 592-9591

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ARTVIDE INTERNATIONAL CORP.

FAX AUDIT NUMBER: H95000000523

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/13/1995

TIME REQUESTED: 10:14:05

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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** ENTER 'M' FOR MENU. **

1/13/95

FLORIDA DIVISION OF CORPORATIONS

10:14 AM

PUBLIC ACCESS SYSTEM

ELECTRONIC PROCESSING MENU

RECEIVED
01/21/95
10:10
GENERAL

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ARTICLES OF INCORPORATION OF
ARTVIDEO INTERNATIONAL CORP.

ARTICLE I: NAME.

The name of this corporation is:

ARTVIDEO INTERNATIONAL CORP.

ARTICLE II: DURATION.

This corporation shall have perpetual existence, unless
sooner dissolved in accordance with the laws of the
State of Florida.

ARTICLE III: PURPOSE.

This corporation is organized for the purpose of transacting
any and all business permitted under the laws of the
United States and of the State of Florida.

ARTICLE IV: CAPITAL STOCK.

This corporation is authorized to issue FIVE HUNDRED (500)
shares of COMMON STOCK, with a par value of TEN (\$10.00)
dollars each.

ARTICLE V: AMOUNT OF CAPITAL.

The amount of capital with which this corporation will begin
business is not less than FIVE THOUSAND (\$5,000.00) dollars.

Prepared By:
ALVARO DE SA
5333 Collins Avenue #11
Miami Beach, Fl. 33140
305- 866-8719

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ARTICLE VI: PREEMPTIVE RIGHTS:

Every shareholders 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE.

The street address of the initial registered office of this corporation is:

5333 Collins Avenue Apt. # 11-G
Miami Beach, Fl. 33140

The name of the initial registered agent of this corporation is:

ALVARO DE SA

The corporation principal office shall be:

5333 Collins Avenue Apt. # 11-G
Miami Beach, Fl. 33140

ARTICLE VIII: INITIAL BOARD OF DIRECTORS.

This corporation shall have three (3) director(s), initially. The number of director(s) may be either increased or diminished from time to time by the bylaws but shall never be less than ONE (1). The name (s) and address (es) of the initial Board of Director (s) of this corporation is (are):

NILTON EMILIO DE MICHELI
5333 Collins Ave. Apt. 11-G
Miami Beach, Fl. 33140

SERGIO FAMA DANTINO
5333 Collins Ave. Apt. 11-G
Miami Beach, Fl. 33140

ALVARO DE SA
5333 Collins Ave. Apt. 11-G
Miami Beach, Fl. 33140

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ARTICLE IX: INDEMNIFICATION.

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X: INCORPORATORS.

The name and address of the person (s) signing these Articles of Incorporation is (are):

ALVARO DE SA

5333 Collins Avenue...Apt. # 11-G

Miami Beach, Fl. 33140

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IN WITNESS WHEREOF, we, being all of the original subscribers and incorporators of this Corporation for the purpose of forming a Corporation, do make and file these Articles of Incorporations with the Secretary of State of the State of Florida, and accordingly put our hands and seal this 9th day of January 19 95


ALVARO DE SA

STATE OF FLORIDA

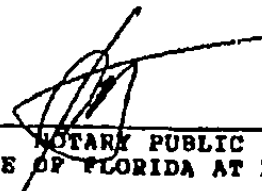
COUNTY OF DADE

I HEREBY CERTIFY THAT on this day, before me a Notary Public duly authorized in the above mentioned State and County to take acknowledgements, personally appeared -----

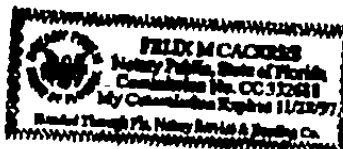
----- ALVARO DE SA -----

to me well known and known to be the persons described in and who executed these foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hands and official seal in the City of Miami County of Dade and State of Florida, this 9TH day of January 1995.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:



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01/13/95 12:36 FAS-T CORPORATE AGENTS

(305) 592-9591

P. 006

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CERTIFICATE DESIGNATING DOMICILE FOR
THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA

NAMING AGENT WHO PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First-That-----ARTVIDEO INTERNATIONAL CORP.-----
qualified to do business under the laws of the State of Florida with its
principal office at the city of Miami Beach County of Dade State of
Florida has appointed-----

-----ALVARO DE SA-----
City of Miami Beach, County of Dade State of Florida, as its
agent to accept service of process within this State.

ACKNOWLEDGEMENT

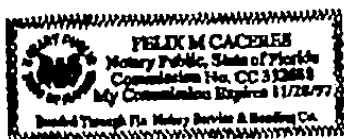
Having been named to accept service of process for the above
stated Corporation, at place designated in this Certificate, I hereby accept
to act in this capacity, and agree to comply with the provisions of said
Act, relative to keeping open said office.


ALVARO DE SA

Sworn to and subscribed
before me, this 9th
day of January, A.D. 1995.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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