

P95 000009155

JEFFREY B. KAHN, LL.M.(Tax)
Attorney At Law

9816 Northwest 54th Place
Coral Springs, Florida 33076
Telephone: (305)345-3661

January 21, 1995

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

0000001384800
-01/31/95--01101--011
***\$122.50 ***\$122.50


RE: Filing of Articles Of Incorporation for ARTPHYL, INC.

Dear Sir/Madam:

Enclosed please find the duly executed Articles of Incorporation for ARTPHYL, INC. to be filed by your office along with a check for \$122.50 made payable to the Department of State covering the filing fee, designation of registered agent, and certified copy.

Please send the certified copy of the Articles to my attention at the address indicated above. If you have any questions, please feel free to contact me.

Very truly yours,



Jeffrey B. Kahn, Esq., LL.M.(Tax)

Encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 31 AM 8:28

SDC

ARTICLES OF INCORPORATION

OF

ARTPHYL, INC.

ARTICLE I. NAME

The name of this corporation shall be ARTPHYL, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of filing these Articles Of Incorporation by the Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue One Thousand (1,000) shares of Common Capital Stock at One Dollar (\$1.00) par value per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the

95 JUN 31 PM 6:28

FILED
OFFICE OF THE
CLERK OF THE
COURT
JAN 31 1995

shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of Fifteen (15) days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by the corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be Two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's by laws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

ARTHUR SPECTOR
Room 1908
875 Avenue of the Americas
New York, NY 10001

PHYLLIS SPECTOR
Room 1908
875 Avenue of the Americas
New York, NY 10001

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office and mailing address shall be:

9816 N.W. 54th Place
Coral Springs, FL 33076

The name of the individual who shall serve as the corporation's initial registered agent at that address is JEFFREY B. KAHN, Esq.

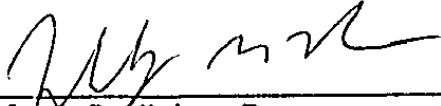
ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is:

JEFFREY B. KAHN, Esq.
9816 N.W. 54th Place
Coral Springs, FL 33076

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



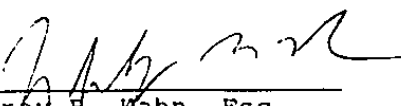
Jeffrey B. Kahn, Esq.,
INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE IX OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF SAID INDIVIDUAL'S DUTIES.

DATED THIS 26th DAY OF January, 1995.

By:



Jeffrey B. Kahn, Esq.
Registered Agent

State Of Florida)
)
County of Dade) SS:
)

On the 26th day of JANUARY, 1995, JEFFREY B. KAHN, Esq., designated above as the individual who shall serve as this corporation's initial registered agent and incorporator, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation Of ARTPHYL, INC. Said individual is personally known to me. DLF K 577-422-62-261-0 1401-21-1995

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal.

Janet Nunez
Notary Public

JANET NUNEZ
Print Name



Commission Expiration Date:

FILED
NOTARY PUBLIC
JAN 31 AM 8:28