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Wonder Art & Frames Corporation
C/O A & T Accounting and Taxes
7098 Bonita Drive
Miami Beach, Florida 33141

FILED
95 FEB 13 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 1, 1995

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

In Re: Incorporation of Wonder Art & frames Corporation

Dear Gentlemen:

Please find enclosed the original Articles of Incorporation together with the Resident Agent Designation and appropriate filing fees.

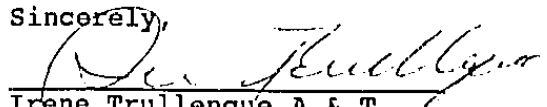
Upon filing, please forward the certificate and recorded Articles to:

Wonder Art & Frames Corporation
c/o A & T Accounting and Taxes
7098 Bonita Drive
Miami Beach, Florida 33141

Thank you for your time and cooperation and I look forward to your response. In the event you should have any questions regarding this letter or any other matter please do not hesitate to contact me at the above styled address.

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Sincerely,


Irene Trullenque A & T
Accounting and Taxes

ARTICLES OF INCORPORATION
OF

WONDER ART & FRAMES CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the Laws of the State of Florida, and we do hereby file these Articles of Incorporation in writing and do hereby state as follows, to wit:

ARTICLE ONE
NAME

The name of the corporation is:

WONDER ART & FRAMES CORPORATION

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The general nature and purpose of this corporation is to engage in the following activities:

A.) The authority to engage in and transact, within and without the State of Florida or the United States, any and all lawful activities permitted under the laws of the United States and/or of the State of Florida for which

corporations may be incorporated under Chapter 607 of the Florida Statutes;

B.) The Corporation may more particularly engage in the following businesses and/or activities:

1.) To engage in the business of frame production, framing, repairs and restoration of frames and any and all activities related to said business and/or industry;

2.) To engage in the business of providing any and all framing items, both antique, standard and other;

3.) Furthermore, the corporation will engage in the business of import and export and all matter arising from or in connection with said activity;

4.) To engage in the real estate business and as broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold (including holding for investment), sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage operate, deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest or right therein;

5.) Furthermore, the corporation may take lease, purchase or otherwise acquire, and own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal,

agent, broker, and in any lawful capacity, such personal property, chattels, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and in general deal with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal and mixed properties;

6.) And may carry on a general construction, contracting, building, and realty management business, as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity;

7.) And to engage in any and all real estate activities both domestic and foreign and effect the purchase and sale of all kinds of real estate property of whatever nature and wherever situated.

ARTICLE FOUR CAPITAL STOCK

This corporation shall be authorized to issue one kind of stock which shall be deemed to be Common Stock. The total number of authorized shares shall be ten thousand (10,000) shares. Each share representing 1/10,000 of the ownership of the company. The Corporation shall assign a NO PAR VALUE to each and every share of Common Stock.

ARTICLE FIVE
REGISTERED AGENT AND CORPORATE OFFICE

The name and street address of the initial registered agent of this corporation is:

Eliane M. Dantas
210 174th Street, Apt. # M-19
Miami, Florida 33160-3329

The corporate address and/or corporate headquarters shall be located at:

5493 Biscayne Boulevard
Miami, Florida 33130

ARTICLE SIX
INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The name and address of the initial director of the corporation is:

Marcio Jose Conceicao
210 174th Street, Apt. # M-19
Miami, Florida 33160-3329

Dalton Fonseca
1601 N.E. 2nd Avenue, Apt. # 08
Miami, Florida 33132

ARTICLE SEVEN INCORPORATORS

The initial incorporators are as follows:

Marcio Jose Conceicao
210 174th Street, Apt. # M-19
Miami, Florida 33160-3329

Dalton Fonseca
1601 N.E. 2nd Avenue, Apt. # 08
Miami, Florida 33132

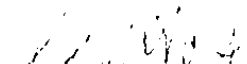
ARTICLE EIGHT
BY-LAWS

The initial By-laws of this corporation shall be adopted by the directors and shall be altered, amended or repealed from time to time by the Board of Directors.

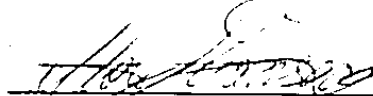
ARTICLE NINE
AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders are given the right to amend or repeal any provision contained in these Articles of Incorporation, Provided that a majority of the shareholders approve of such amendment or repeal. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law by the shareholders.

IN WITNESS WHEREOF, we the undersigned, being all the incorporators hereinabove named, do hereby certify that the above Articles of Incorporation are acknowledged and agreed upon among us and we have accordingly set our hands and seals this 1st day of February, nineteen hundred and ninety-five (1995).



Jose Jose Conceicao



Dalton Fonseca

STATE OF FLORIDA)
)
) U.S.
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take
acknowledgments in the State of Florida, County of Dade,
and City of Miami Beach, personally appeared :

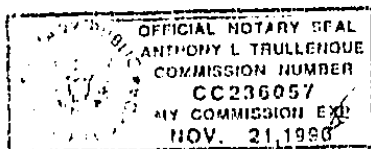
MARCIO JOSE CONCEICAO

DALTON FONSECA

and known to me and known by me to be the persons who
executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the State and County aforesaid,
this 1st day of February, nineteen hundred and ninety-five
(1995).

My commission expires:



Anthony L. Trullenque

Notary Public, State of
Florida

DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

PURSUANT TO THE FLORIDA STATUTES, the following is submitted
in compliance with said Statutes:

Wonder Art & frames Corporation

is qualified to do business under the laws of the State of
Florida with its principal office at 5493 Biscayne
Boulevard, Miami, Florida 33130, County of Dade, State of
Florida, and has appointed Eliane M. Dantas located at
210 174th street, Apt. # M-19 City of Miami County of
Dade, State of Florida, as its agent to accept Service
of Process within this State.

ACKNOWLEDGMENT (must be signed by Designated Agent)

Having been named to accept Service of Process for the
above stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity and
further agree to comply with the provision of said Statutes
relative to keeping open said office.

BY:

Eliane M. Dantas
Eliane M. Dantas
Registered Agent

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CLERK OF STATE
TALLAHASSEE, FLORIDA