

THOMAS H. CONNORS

ATTORNEY AT LAW

2904 AVIATION AVE.
COCONUT GROVE, FL 33133
(305) 440-5554
FAX (305) 447-0764

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March 21, 1995

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

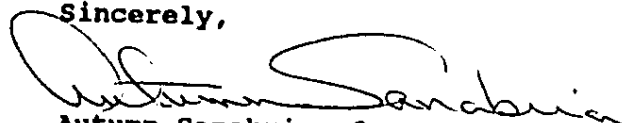
Re: FINE ART EXPRESSIONS, INC.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for FINE ART EXPRESSIONS, INC., along with our check in the amount of \$122.50 for filing fees.

Please send us the certified copy. Thank you for your immediate attention in this matter.

Sincerely,


Autumn Sanabria, for
THOMAS H. CONNORS

/as

Enclosures

FILED
SECRETARY OF STATE
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**ARTICLES OF INCORPORATION
OF
FINE ART EXPRESSIONS, INC.**

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DIVISION OF CORPORATIONS
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The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. Name. The name of this corporation shall be FINE ART EXPRESSIONS, INC.

2. Duration. This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have a perpetual existence.

3. Purpose. The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and State of Florida.

4. Capital Stock. The aggregate number of shares which this corporation shall have authority to issue is the total sum of five hundred (500) shares, having an individual par value of one dollar (\$1.00). Unless otherwise stated in these Articles, or in an amendment to these Articles, there shall be only one (1) class of stock of this corporation.

5. Officers. The names and addresses of the Officers of this corporation shall be:

OLYMPIA ZACHARAKIS WEBB	-	President/Secretary
DON WEBB	-	Vice President/Treasurer

555 N.E. 15 Street
Suite 26K
Miami, FL 33132

6. Initial Board of Directors. The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial Director of this corporation is:

OLYMPIA ZACHARAKIS WEBB, 555 N.E. 15 Street, #26K, Miami,
FL 33132

7. Incorporator. The name and address of the Incorporator signing these Articles of Incorporation shall be:

OLYMPIA ZACHARAKIS WEBB, 555 N.E. 15 Street, #26K, Miami,
FL 33132

8. Amendment of Articles. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

9. Pre-emptive Rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into share) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares held at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in

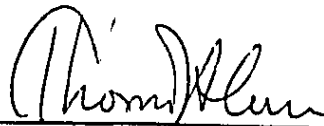
writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

10. Initial Registered Office and Agent. The name and address of the initial registered agent and office of this corporation is as follows:

THOMAS H. CONNORS, ESQUIRE
2964 Aviation Avenue, 3rd Floor
Miami, Florida 33133

The undersigned, THOMAS H. CONNORS, hereby acknowledges and accepts appointment as resident agent and agrees to act as such pursuant to Florida law.

BY:



THOMAS H. CONNORS, ESQ.

11. Principal Office and Mailing Address.

FINE ART EXPRESSIONS, INC.
555 N.E. 15th Street, Suite 26K
Miami, FL 33132

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21st day of March, 1995.

Olympia Zacharakis Webb
OLYMPIA ZACHARAKIS WEBB

STATE OF FLORIDA)
COUNTY OF DADE) ss

BEFORE ME, the undersigned authority, personally appeared OLYMPIA ZACHARAKIS WEBB, to me known to be the person who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21st day of March, 1995.

William Sanabria
Notary Public
State of Florida

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. APR. 26, 1995
BONDED THRU GENERAL INS. UND.

FILED
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