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DIVISION OF CORPORATIONS

409 E. Gaines Street Tallahassee, FL 32399 1 .131/10 01 14 44 54:05:5505 - 04:419:755- - 01115 - 0017 - ****1:55,50 - ****152,50

RE: Articles of Incorporation for ART EXCHANGE INTERNATIONAL, INC.

Dear sirs:

Please find enclosed aforementioned Articles of Incorporation along with a fee in the amount of \$122,50 to cover the cost incl. certification. Also find enclosed Cert. of Reg. Agent.

Thank You very much!

Sincerely yours,

Ian Clifford

Enclosure

917-8059

BUSCOSTANTOS STATEMENTS OF STATEMENT STATEMENTS OF STATEME

(ORIGINAL)

ARTICLES OF INCORPORATION

OF

ART EXCHANGE INTERNATIONAL, INC.

ARTICLE ONE

The name of the corporation is ARTS EXCHANGE INTERNATIONAL, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The prupose for which the corporation is organized is the trransaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 5000 (five thousand) shares of no par value.

ARTICLE FIVE

The street address of its initial registered office is 2350 Cypress Pond Road, Ste. 1704, Palm Harbor, FL 34683; and the name of it's initial registered agent at such address is lan Clifford.

ARTICLE SIX

The street address of the corporations mitial principal office is: 2350 Cypress Pond Road, Ste. 1704, Palm Harbor, FL 34683.

ARTICLE SEVEN

The number of Directors constituting the initial Boad of Directors is one (1), and the name and addres of the person who is to serve as Director until the first annual meeting of the shareholders or until his successor/s is/are elected and qualified is:

Ian Clifford

2350 Cypress Pond Road, Ste. 1704

Palm Harbor, FL 34683

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE EIGHT

All shareholders shall have full preemptive rights. **ARTICLE NINE** The name and address of the incorporator is:

Ian Clifford, 2350 Cypress Pond Rd. #1704, Palm Harbor, FL 34683.

WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this / - day of April, 1995.

Signature of Incorporator

STATE OF FLORIDA **COUNTY OF PINELLAS**

THE FOREGOING instrument was acknowledged and sworn to before me this day of April, 1995 by Ian Clifford of ART EXCHANGE INTERNATIONAL,

My commission expires:

MY COMMISSION # CC 276632 EXPIRES: April 14, 1997

Bonded Thru Notary Public Underwriters

SANDRA M. HEUBACH

CERTIFICATE OF REGISTERED AGENT

The undersigned hereby certifies that he assumes position of and all responsibilities conferred by Florida Statutes as the registered Agent of ART EXCHANGE INTERNATIONAL, INC.

The Name and address of the registered Agent is:

Ian Clifford, 2350 Cypress Pond Rd. # 1704, Palm Harbor, FL 34683.

Registered Agent shall accept service for and on behalf of ART EXCHANGE INTERNATIONAL, INC. at said address.

Signature of registered Agent

Signature of Incorporator/Director:

THE FOREGOING instrument was acknowledged and sworn to before me this // day of April, 1995 by Ian Clifford, Incorporator and Registered Agent of ART EXCHANGE INTERNATIONAL, INC.

SANDRA M. HEUDACH
MY COMMISSION & CC 278832
EXPRES: April 14, 1997
Bonded Thru Notary Public Underwriters

4-17-95° ·

Notary Public

My commission expires: