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TO: DIVISION OF CORPORATIONS

FROM: MATT WEINSTEIN, ATTORNEY

DEPARTMENT OF STATE

7800 RED RD

STATE OF FLORIDA

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409 EAST GAINES STREET

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((H95000006501)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ARTSTORE, INC.

FAX AUDIT NUMBER: H95000006501

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/09/1995

TIME REQUESTED: 14:16:48

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$78.75

ACCOUNT NUMBER: 071610000751

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document. ((H95000006501)))

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**ARTICLES OF INCORPORATION
of
ARTSTORE, INC.**

Article I - Name

The name of this Corporation is:
ARTSTORE, INC.

Article II - Principal Office and Mailing Address

The principal office and mailing address of the Corporation shall be:
7800 Red Road, Suite 126, South Miami, FL 33143

Article III - Duration

This Corporation shall have perpetual existence, commencing on the date of filing of these Articles.

Article IV - Purpose

This Corporation is organized for the purpose of engaging in the provision of services; in the import, export, purchase and sale of wholesale and retail goods and in any business permitted by law.

Article V - Powers

The Corporation shall have all the Corporate Powers enumerated in the Florida General Corporations Act, Florida Statutes, Chapter 607, et. seq.

Article VI - Capital Stock

This Corporation is authorized to issue ten thousand (10,000) shares of no par value common stock. Said stock shall be issued pursuant to a plan under §1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said Stock shall be payable in cash, services or property other than stock or securities in lieu of cash at a just valuation to be determined by the Board of Directors.

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TALLAHASSEE, FLORIDA

This Document prepared for electronic filing by:
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Article VII - Rights of Shareholders

Except as otherwise provided by law, the entire voting power for the selection of Directors, the adoption of By-Laws, and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares. At their option the affairs of the Corporation may be managed by the Shareholders.

Article VIII - Initial Registered Office and Agent

The Street Address of the Initial Registered Office of this Corporation is:
7800 Red Road, Suite 126, South Miami, FL 33143
The Initial Registered Agent of the Corporation at that address is:
MATT WEINSTEIN

Article IX - Incorporator

The name and address of the person signing these Articles of Incorporation is:
MARY LOUISE ESPINOSA, 5531 SW 78th St. Suite A, South Miami, FL 33143.

Article X - Amendment

This Corporation reserves the right to amend or repeal, in the manner provided by law, the provisions contained in these Articles or any Amendments thereto, and any rights conferred upon Shareholders is subject to this reservation.

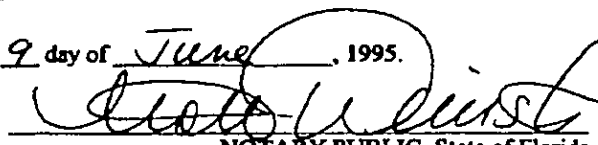
IN WITNESS WHEREOF the Undersigned Incorporator has executed these Articles of Incorporation this 9th day of June, 1995, at South Miami, in the County of Dade and State of Florida.


INCORPORATOR, MARY LOUISE ESPINOSA

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared MARY LOUISE ESPINOSA, who, being personally known to me, or who produced the following identification: FL Dr. Lic., and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed same for the purposes therein expressed.

WITNESS my hand and seal this 9 day of June, 1995.


NOTARY PUBLIC, State of Florida
OFFICIAL NOTARY SEAL
MATT WEINSTEIN
COMMISSION NUMBER
00000000

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ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

The Undersigned hereby accepts Designation as the Initial Registered Agent of
ARTSTORE, INC.

I understand that I shall remain as Registered Agent until I have either resigned or a successor has been appointed by the Corporation and that no such resignation or succession is effective until both the Corporation and the Secretary of State of Florida have been notified in the manner required by law. I understand that as Registered Agent I am required to be available at the Registered Office of the Corporation during normal business hours for receipt of Process and for such other purposes as required by Florida Statutes.

Signed this 9th day of June, 1995.


REGISTERED AGENT, MATT WEINSTEIN

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JUN 9 1995
TALLAHASSEE, FLORIDA

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