

P96000024251

GOLDSTEIN & TANEN, P.A.  
ATTORNEYS

SUITE 3850 ONE MISCAYNE TOWER  
TWO SOUTH MISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131  
(305) 374-3850  
TELEFAX  
(305) 374-7038

March 4, 1996

Secretary of State  
Division of Corporations  
409 East Gaines Street  
P. O. Box 6327  
Tallahassee, FL 32309-0001

100001735361  
-03/07/96--01044--003  
\*\*\*122.50 \*\*\*122.50

RE: *Ventures*  
Artist Studios, Inc.

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for the captioned matter along with our check in the sum of \$122.50 for filing same.

Please return the filed articles to us in the enclosed pre-paid ~~federal~~ <sup>\*</sup>express package as quickly as possible. Thank you.

Sincerely,

Jeffrey S. Tanen

\* Regular envelope.

JST/mjb  
Enclosures  
clang\artist\l-accstate.mjb

W96-5270

10N MAR 19 1996

FILED  
MAR 15 AM 10:02  
RECEIVED  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham  
Secretary of State

March 11, 1996

JEFFREY S. TANEN  
STE. 3250, 1 BISCAYNE TOWER  
2 S. BISCAYNE BLVD.  
MIAMI, FL 33131

SUBJECT: ARTIST STUDIOS, INC.  
Ref. Number: W96000005270

We have received your document for ARTIST STUDIOS, INC. and your check(s) totalling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 096A00010664

0422.01

**GOLDSTRIN & TANEN, P.A.**  
ATTORNEYS

SUITE 3850 ONE BISCAYNE TOWER  
TWO SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131  
(305) 374-3250  
TELECOPIER  
(305) 374-7032

March 13, 1996

Secretary of State  
Attention: Sandy Ng  
Division of Corporations  
409 East Gaines Street  
P. O. Box 6327  
Tallahassee, FL 32309-0001

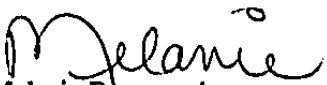
RE: Artist Ventures, Inc.

Dear Sandy:

Enclosed is a copy of your March 11, 1996 correspondence. Also, enclosed please find an original and one copy of Articles of Incorporation changing the name.

Please return the filed articles to us in the enclosed pre-paid federal express package as quickly as possible. Thank you.

Sincerely,

  
Melanie Broussard  
Secretary to  
Jeffrey S. Tanen

JST/mjb  
Enclosures  
danglartini-secstate2.mjb

ARTICLES OF INCORPORATION  
OF  
ARTIST VENTURES, INC.

FILED  
20 MAR 15 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

---

ARTICLE I  
Name of Corporation

The name of this corporation is ARTIST VENTURES, INC.

ARTICLE II  
Corporate Existence

This corporation shall have perpetual existence.

ARTICLE III  
Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this state.

ARTICLE IV  
Principal Place of Business

The address of the principal place of business of this corporation is One Biscayne Tower, Suite 3250, 2 S. Biscayne Boulevard, Miami, FL 33131.

ARTICLE V  
Registered Office

The address of the initial registered office of the corporation is c/o Jeffrey S. Tanen, Esquire, Goldstein & Tanen, P.A., One Biscayne Tower, Suite 3250, Two South Biscayne Boulevard, Miami, FL 33131. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI  
Registered Agent

The initial registered agent of the corporation for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be Jeffrey S. Tanen, Esquire, Goldstein & Tanen, P.A., One Biscayne Tower, Suite 3250, Two South Biscayne Boulevard, Miami, Florida 33131.

**ARTICLE VII**  
**Directors**

This corporation shall have not less than one director. The name and address of the initial director of this corporation is:

Jeffrey S. Tanen  
Goldstein & Tanen, P.A.  
Suite 3250, One Biscayne Tower  
2. S. Biscayne Boulevard  
Miami, FL 33131

The number of directors may be set from time to time by resolution adopted by a majority vote of the outstanding common shares.

**ARTICLE VIII**  
**Capital Stock**

The maximum number of shares of stock in this corporation which it is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of Common Stock at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

**ARTICLE IX**  
**Incorporator**

The name and address of the incorporator is as follows:

Jeffrey S. Tanen, Esquire  
One Biscayne Tower, Suite 3250  
Two South Biscayne Boulevard  
Miami, Florida 33131

**ARTICLE X**  
**Directors' Liabilities and Rights**

No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or

transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XI  
Amendment

These Articles of Incorporation may be amended, changed, altered, or repealed only by majority vote of the outstanding common shares.

\* \* \*

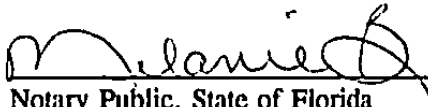
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of March, 1996.

  
\_\_\_\_\_  
Jeffrey S. Tanen, Incorporator

STATE OF FLORIDA     )  
                                  ) ss:  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, this day personally appeared Jeffrey S. Tanen, to me known to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that same was executed for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 4th of March, 1996.

  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL  
MELANIE BROUSSARD  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC313973  
MY COMMISSION EXP. OCT. 28, 1997

**REGISTERED AGENT ACKNOWLEDGEMENT**

Having been named Registered Agent for the above-named corporation, at the Registered Office designated in this Certificate, I hereby accept to act in this capacity and agree to comply with all legal requirements relative thereto.

  
\_\_\_\_\_  
Jeffrey S. Timen  
Registered Agent

SEP 15 11:10:02  
RECORDS OF STATE  
TALLAHASSEE, FLORIDA

P96000024251

GOLDSTEIN & TANEN, P.A.  
ATTORNEYS

SUITE 3850 ONE BISCAYNE TOWER  
TWO SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131  
(305) 374-3850

TELECOPIER  
(305) 374-7038

May 8, 1997

Secretary of State  
Division of Corporations  
409 East Gaines Street  
P. O. Box 6327  
Tallahassee, FL 32309-0001

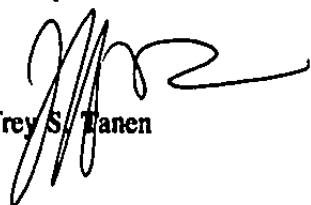
RE: Artist Ventures, Inc.

700002174667--5  
-05/12/97--01062--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir:

Enclosed is our check in the sum of \$35.00 for filing the enclosed Articles of Dissolution of the captioned corporation. Also enclosed is a self-addressed, stamped envelope for returning a filed copy of same.

Sincerely,

  
Jeffrey S. Tanen

JST/mjb  
Enclosure  
dang\artist\1-sectstate.diss

FILED  
97 MAY 22 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
SH 5/23  
Diss.





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 16, 1997

Jeffrey S. Tanen, Esq.  
Two S. Biscayne Blvd.  
Suite 3250, One Biscayne Tower  
Miami, FL 33131

SUBJECT: ARTIST VENTURES, INC.  
Ref. Number: P96000024251

We have received your document for ARTIST VENTURES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 797A00026370

**ARTICLES OF DISSOLUTION  
OF  
ARTIST VENTURES, INC.**

**FILED  
97 MAY 22 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

ARTIST VENTURES, INC., by its President, for purposes of complying with Florida Statutes §607.1403 relating to Articles of Dissolution, does hereby execute the following Articles of Dissolution:

1. Name of Corporation. The name of the corporation is Artist Ventures, Inc.
2. Date of Dissolution. The date on which dissolution was authorized was January 1, 1997.
3. Approval by Shareholders. All of the Shareholders of the corporation have voted for Dissolution and such vote by all of the Shareholders was sufficient for approval of the dissolution. No further votes or approval are necessary for dissolution.
4. Liabilities. All liabilities and obligations of the corporation have been paid or discharged or adequate provision has been made therefore.
5. Plan of Dissolution. A plan of dissolution of the corporation has been adopted by all of the Shareholders and Directors of the corporation and said Shareholders and Directors are in agreement as to same.
6. No Actions. There are no actions pending against the corporation in any court or adequate provision has been made for satisfaction of any judgment, order or decree that may be entered against the corporation in any pending action.

7. Written Approval of Dissolution. The corporation's election to dissolve by written consent of its Shareholders is attached hereto as Exhibit "A".

8. Effective Date. The effective date of these Articles of Dissolution shall be January 1, 1997.

9. Voluntary Dissolution/Name Use. The corporation was voluntarily dissolved on January 1, 1997, it has no intention of revoking this voluntary dissolution and its name is available for immediate use by any other corporation.

ARTIST VENTURES, INC.

By: \_\_\_\_\_

Sergio Danguillecourt, President

STATE OF FLORIDA )

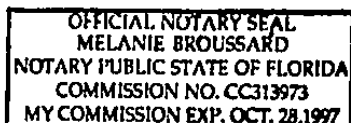
COUNTY OF DADE )

The foregoing instrument was acknowledged before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, this 8 day of May, 1997, by Sergio Danguillecourt, President of Artist Ventures, Inc. who personally appeared before me at the time of notarization, and who is personally known to me or who has produced \_\_\_\_\_ as identification.

\_\_\_\_\_  
Notary Public

Melanie Broussard  
Print

My commission expires:



**CONSENT OF SHAREHOLDERS AND DIRECTORS OF  
ARTIST VENTURES, INC.  
TO DISSOLUTION OF THE CORPORATION**

Pursuant to Florida Statutes §607.0704 and other applicable Florida statutes, the undersigned being all of the Directors and Shareholders of Artist Ventures, Inc., hereby consent to and adopt a plan of dissolution of the corporation as follows:

1. Articles of Dissolution. Proposed copies of Articles of Dissolution of Artist Ventures, Inc. have been prepared by counsel and are attached.
2. Marshalling of Assets. All of the assets of the corporation, including but not limited to equipment, accounts receivable and funds in banks has been inventoried and accounted for.
3. Disposition of Property. Non-cash properties shall divided between the Shareholders in accordance with the schedules attached hereto. Each shareholder shall receive an equal division of all other corporate assets.
4. Payment of Liabilities. The Shareholders agree that liabilities shall be paid before the payment of any distributions to Shareholders.
5. Accounting. The books and records of the corporation are available for either Shareholder to review at their own cost and expense. After completion of the Shareholders' review of the books and records, the parties shall make such adjustments between them as may be necessary to effect an equal division of corporate assets.
6. Final Tax Return. The parties agree that a final tax return must be filed and the corporation accountant shall prepare and file same. The cost of filing shall be paid by the corporation as one of the remaining liabilities of the corporation prior to final distribution of assets to the Shareholders.
7. Custodian of Records. Sergio Danguillecourt shall remain the custodian of the corporation records until all appropriate statute of limitations have lapsed and/or three years from the date hereof, whichever is later.
8. Other Actions. The Shareholders agree to cooperate with each other so that every act necessary to wind up and liquidate the business and affairs of the corporation shall be performed. No further distributions to the Shareholders shall be made without the agreement of both Shareholders.

**EXHIBIT "A"**

The undersigned, being all of the Shareholders and Directors of Artist Ventures, Inc. hereby elect this plan of dissolution and hereby approve the proposed Articles of Dissolution attached hereto.

Dated this 7 day of FEB, 1997.

SHAREHOLDERS AND DIRECTORS

  
Sergio Danguillecourt, President