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ARTICLES OF INCORPORATION OF MARIE GRANDOFF, INC.

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The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation a for such corporation:

ARTICLE I Name

The name of the corporation is Marie Grandoff, Inc.

ARTICLE II Initial Principal Office and Mailing Address

The corporation's initial principal office and mailing address is 4267 Henderson Boulevard, Tampa, Florida 33629.

ARTICLE III Shares

The corporation shall have authority to issue 10,0000 common shares with a par value of \$1.00 per share.

ARTICLE IV Initial Registered Agent and Office

The street address of its initial registered office is One Harbour Place, Suite 500, Tampa, Florida 33602 and the name of its initial registered agent at that address is Carlton, Fields, Ward, Emmanuel, Smith & Cutler, P.A., c/o Paul C. Davis.

ARTICLE V Incorporator

The name and address of the incorporator are:

<u>Name</u>

<u>Address</u>

Paul C. Davis

P.O. Box 3239 Tampa, Florida 33601

ARTICLE VI Initial Director

The corporation initially shall have one director, whose name and address is:

Name

Address

Marie Grandoff

3603 Morrison Avenue Tampa, Florida 33629

Dated this 177 day of April, 1996.

PAUL C. DAVIS, INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the duties and obligations of its position as registered agent.

Dated this *pr* day of April 1996.

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

SMITH & CUILER, P

Paul C. Davis, Authorized Agent

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Address

Nancy Hurd

Tallahanno, FL 32302 City/State/Zip

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Examiner's Initials

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF MARIE GRANDOFF, INC.

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SECRETARY DE STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Marie Grandoff, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I Name

The name of the corporation is Marie Grandoff, Inc.

ARTICLE II Amendment

The text of the amendment to the Corporation's Articles of Incorporation is:

Article I of the Articles of Incorporation is hereby amended to read as follows:

"The name of the Corporation is ANIART INTERNATIONAL, INC."

ARTICLE III Date of Adoption

The amendment was adopted on the ____ day of June, 1997.

ARTICLE IV Manner of Adoption

The amendment was duly approved by the shareholders of the Corporation and the number of votes cast for the amendment by the shareholders was sufficient for approval.

Dated this 4 day of June, 1997.

MARIE GRANDOFF, INC.

Marie Grandoff, President