996 17154 5:29 PM PUBLIC ACCESS CONTACT: RAY BTORMONT PHONE: (305) 541-3694 FAX: (305) 541-3770 DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A. (((H98000005580))) NAME: ARTE FINO GALERIA, INC. FAX AUDIT NUMBER: H96000005580 CURRENT STATUS: REQUESTED TIME REQUESTED: 17:29:10 DATE REQUESTED: 04/19/1990 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0 METHOD OF DELIVERY: FAX NUMBER OF PAGES: 5 ACCOUNT NUMBER: 072450003255 ESTIMATED CHARGE: \$122,50 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. (((H96000005580))) \*\* ENTER 'M' FOR MENU. \*\* ENTER SELECTION AND (CR): Help F1 Option Menu F2 NUM CAPS Connect: 00:07:1

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April 22, 1996

EMPIRE CORPORATE KIT COMPANY

MIANI, FL

SUBJECT: ARTE FIND GALERIA, INC.

REF: M96000008570

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

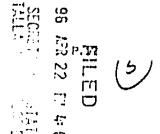
The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

NOTE: 1:1 IS THE R.A. NAME BRENDA OR BELINDA? SEE ARTICLE V AND REGISTERED AGENT ACCEPTANCE PAGE.

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) 487-6934.

Loria Poole Corporate Specialist FAX Aud. #: E96000005580. Letter Number: 596A00018751



#### ARTICLES OF INCORPORATION

OP

# ARTS FING GALERIA, INC.

The undersigned, acting as incorporator of ARTH PINO GRIENIA, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

#### ARTICLE I. NAME

The name of the corporation is:

ARTE FINO GALERIA, INC.

# ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

# ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in the business of wholesale and retail marketing of arts and crafts and may engage in any activity or business permitted under the laws of the United States and Florida.

#### ARTICLE IV. AUTHORISED SHARES

The maximum number of shares that the corporation is authorised to have outstanding at any time is 1000 shares of common stock having a per value of \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intengible, or in labor or services actually performed or to be performed for the benefit of the corporation. Each issued and outstanding stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

#### ARTICLE V. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street and mailing address of the initial principal office of the corporation is 2630 Oakmont, Pt. Lauderdale, Florida 33332. The name of the corporation's initial Registered Agent is Selinda Acesta de Scamales, whose address is 2630 Oakmont, Pt. Lauderdale, Florida 33332.

Preparedby: John F.Jankowski, Jr.

FLBAR# 833533

1200 S. Pine Island Rd. #220

Plantation, F1 33324

305.370.1026

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# ARTICLE VI. INITIAL BOARD OF DIRECTORS AND OFFICERS

The corporation shall have one (2) directors initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

# Belinda Acosta de Gonzalez dabriel Gonzalez-Melina

The initial officers are:

President and Secretary- Belinda Acosta de Consales Vice-President- Cabriel Consales-Molina

#### ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Delinda Roesta de Consales 2620 Cakmont Pt. Lauderdale, Plorida 33332

# ARTICLE VIII. BYLANS

The power to adopt, elter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE IX. AKENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting

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by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

## ARTICLE K. PHEENPTIVE RIGHTS

Each shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which each existing shareholder already holde, to purchase his/her pro rate or any other share of such stock at the same price at which it is offered to others or any other price.

#### ARTICLE XI. INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, amployees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this \_\_\_\_\_\_\_ dey of April, 1996.

Incorporator Belinda Acosta de Gonsalez

STATE OF PLORIDA

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COUNTY OF BROWARD

· (1)

JOHN F JANONCHURGE JB Lay Commission COSSESSEY Expires Married Types Manufact by MAR 800-408-1988

Notary Bublic, Exete of Plorida
Print Wase: John F. JANKA-444

My commission expires:

# ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for ARTH FINO GALERIA, INC. in the foregoing Articles of Incorporation, I, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of Registered Agent of which I am familiar.

Belinda Acost de donesies

This document prepared by: Law offices of John F. Jankowski, Jr., Esq. Cornerstone One-Suite 220 1200 South Pine Island Road Plantation, Florida 33334-4402 (305) 370-1026

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SECRETARY CF STATE
TALLAHASSEE, FLORIDA