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April 30, 1996

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
New Filings Section
P.O. Box 6327
Tallahassee, Florida 32314

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-05/02/96--01093--019
****122.50 ****122.50

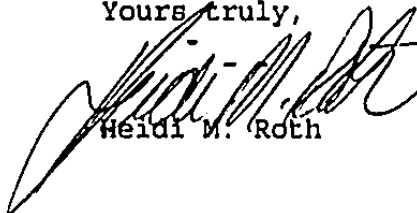
Re: Celebrity Art, Inc.
Our File No. 96-346

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for Celebrity Art, Inc. Also enclosed is our check in the sum of \$122.50 to cover the necessary fees for the filing of this document. Enclosed please find our Fedex package for return of same.

Your attention to this matter is appreciated.

Yours truly,


Heidi M. Roth

HMR/ym
Enclosures

96.346/SECSTATB.LTR

FILED
56 MAY -2 AM 8:29
DIVISION OF STATE
TALLAHASSEE, FLORIDA

D. BROWN MAY - 8 1996

ARTICLES OF INCORPORATION
OF
CELEBRITY ART, INC.

FILED
96 MAY -2 PM 3:29
RECEIVED
MAY 2 1996

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be CELEBRITY ART, INC.

ARTICLE II

The principal office of this Corporation shall be located in the City of Pembroke Pines, Broward County, Florida and the street address of said principal office shall be 19306 N.W. 13th Street, Pembroke Pines, Florida 33029.

ARTICLE III

This Corporation is organized for the following purposes:

1. To engage in the sale of celebrity lithographs.
2. To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 500 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V

The amount of capital with which this Corporation will begin business shall be and is in the sum of Five Hundred Dollars (\$500.00).

ARTICLE VI - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

This Corporation shall have two (2) Officers and Directors, initially. The name and street address of the initial Officers and Directors who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

---NAME---

JEFFREY G. PRISKIE,
President/Treasurer

RAYMOND WARSAGER
Vice President/Secretary

---ADDRESS---

19306 N.W. 13th Street
Pembroke Pines, Fl 33029

19306 N.W. 13th Street
Pembroke Pines, Fl 33029

ARTICLE VIII

The names and addresses of the persons signing these Articles are:

JEFFREY G. PRISKIE

19306 N.W. 13th Street
Pembroke Pines, Fl 33029

RAYMOND WARSAGER

19306 N.W. 13th Street
Pembroke Pines, Fl 33029

ARTICLE IX

Pursuant to Section 48.091, Florida Statutes, RAYMOND WARSAGER, 19306 N.W. 13th Street, Pembroke Pines, Florida 33029 is hereby designated as the Corporation's agent to accept service of process within the State of Florida.

ARTICLE X

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator have hereunto set my hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in the office of the Secretary of State of Florida, these Articles of Incorporation and certify that the facts herein stated are true, on this 30th day of April, 1996.



JEFFREY G. PRISKIE

STATE OF FLORIDA)
COUNTY OF DADE) ^{SS}

I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared JEFFREY G. PRISKIE, well known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 30th day of April, 1996.



NOTARY PUBLIC, State of Florida

My commission expires:



IN WITNESS WHEREOF, I, the undersigned subscribing incorporator have hereunto set my hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in the office of the Secretary of State of Florida, these Articles of Incorporation and certify that the facts herein stated are true, on this 30th day of April, 1996.

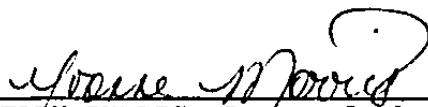


RAYMOND WARSAGER

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

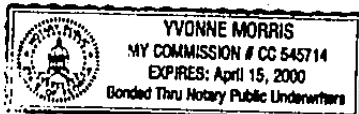
I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared RAYMOND WARSAGER, well known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 30th day of April, 1996.



NOTARY PUBLIC, State of Florida

My commission expires:



FILED
96 MAY -2 AM 8:29
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE. NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That, CELEBRITY ART, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named Raymond Warsager, located at 19306 N.W. 13th Street, Pembroke Pines, Florida 33029, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



RAYMOND WARSAGER
Resident Agent