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July 1, 1996

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
JUL -5 1996
40000123552-1
-07/05/96--01083--010
***122.50 ***122.50

Re: Art and Framing Warehouse, Inc.

Dear Secretary of State:

Enclosed herewith for filing is an original and one copy of the Articles of Incorporation for Art and Framing Warehouse, Inc.

Also enclosed is this firm's check in the sum of \$122.50 which represents the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00
TOTAL	\$122.50

Please return the certified copy of the Articles of Incorporation to the undersigned in the enclosed, addressed, stamped envelope.

With very best regards,


Frank P. Mehok, Jr.

FPMjr:cg

Encls.

7-9-96

ARTICLES OF INCORPORATION
OF
ART AND FRAMING WAREHOUSE, INC.

FILED
96 JUL -5 11:47
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associates themselves to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation is

ART AND FRAMING WAREHOUSE INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity permitted under the laws of the United States or of the State of Florida.

ARTICLE III - ADDRESS OF PRINCIPAL PLACE OF BUSINESS

The initial post office address of the principal place of business of this corporation in the State of Florida is:
1741 Avenida Del Sol, Boca Raton, FL. 33432.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share. The whole or any part of the capital stock of this corporation may be paid for in lawful money of the United States of America or in property, labor or services at a just valuation to be fixed by the Directors.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE VI- TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - DESIGNATION OF REGISTERED AGENT AND OFFICE

The Registered Agent shall be: BEN J. SEGER, 1741 Avenida Del Sol, Boca Raton, FL. 33432.

ARTICLE VIII - SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefore is:

<u>Subscriber</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Consideration</u>
Ben J. Seger and Carole B. Seger, his wife as JTWROS	6868 Viento Way Boca Raton, FL. 33433	500	\$500.00
Sam Vizner and Dana Vizner, his wife as JTWAOS	10758 Cypress Bend Drive Boca Raton, FL. 33498	500	\$500.00

ARTICLE IX - DIRECTORS

This corporation shall have not less than one nor more than five (5) directors. The number of directors may be increased from time to time by by-laws adopted by the stockholders.

ARTICLE X - INITIAL DIRECTORS

The persons named below shall be the first directors of the corporation and shall serve as such until their respective successors are duly elected and qualified:

<u>Name</u>	<u>Address</u>
Ben J. Seger	6868 Viento Way Boca Raton, FL. 33433
Sam Vizner	10758 Cypress Bend Drive Boca Raton, FL. 33498

ARTICLE XI - STOCK PLAN

The subscribers to this agreement do hereby agree that they shall cause the corporation to adopt prior to payment for or issuance of any shares of stock of the corporation a Section 1244 Stock Plan covering those shares to be issued pursuant to this agreement.

B. J. Seger
Ben J. Seger

Carole B. Seger
Carole B. Seger

Sam Vizner
Sam Vizner

Dana Vizner
Dana Vizner

NECHEMIA
AKA SHLOMO VIZNER

STATE OF FLORIDA)

:SS

COUNTY OF PALM BEACH)

and DANA VIZNER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared BEN J. SEGER, CAROLE B. SEGER and SAM VIZNER, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 27 day of June, 1996.

My Commission Expires: 2/16/97

Arline M. Flores
Notary Public
State of Florida at Large



ARLENE M. FLORES
My Comm Exp. 2/16/97
Bonded By Service Ins
No. CC260019
1 Person/Donor 1100-12

FILED
96 JUN -5 PM 11:11
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING (OR CHANGING) 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:

First -- That Art and Framing Warehouse, Inc. desiring
to organize under the laws of the State of Florida with its
registered office, as indicated in the Articles of Incorporation,
to be at 1741 Avenida Del Sol, Boca Raton, FL. 33432, at the City
of Boca Raton, County of Palm Beach, State of Florida, has named
BEN J. SEGER located at 1741 Avenida Del Sol, Boca Raton, FL.
33432, City of Boca Raton, County of Palm Beach, State of
Florida 33432, as its agent to accept service of process within
this State.

ACKNOWLEDGMENT:

Having been named to accept service of process, for the
above stated corporation, at the place designated in the
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.



Ben J. Seger

(Resident Agent)