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Secretary of State, State of Florida  
The Capitol  
Tallahassee, Florida 32301

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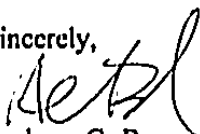
Re: Incorporation of ART PELL USA, INC.

Dear Sir:

Enclosed please find the Articles of Incorporation of ART PELL USA, INC., together with my check in the sum of \$122.50 covering the filing fees and taxes. Please return a certified copy acknowledging it's been filed showing the time and date stamped on its face (showing when it was received) to the undersigned upon filing the corporation.

Otherwise, I hope this letter finds you and yours in good health and spirits.

Sincerely,



Andrew C. Barnard

cc:file  
enc/as noted  
acb:ab

FILED  
95 JUL 15 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7-18-96  
KR

**ARTICLES OF INCORPORATION**  
**OF**  
**ART PELL USA, INC.**

FILED  
95 JUL 15 AM 0:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator of ART PELL USA, INC., a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

1. The name of the corporation shall be as stated above.
2. The period of duration is perpetual.
3. The purpose of the corporation shall be to engage in all retail and wholesale trade and business, real estate, management, sales or services as provided for under the laws of the State of Florida, and any and all other business activities permitted under the laws of the state of Florida or the United States of America whether the activities be within or without the jurisdiction of the United States of America, with the exception of banking or banking activities, unless otherwise permitted by special charter in which case an amendment will be attached to these Articles of Incorporation permitting the same.
4. The capital stock of the corporation authorized, the par value thereof, and the characteristics of such stock shall be as follows: 10,000 shares at \$1.00 par value.  
  
All of such stock shall be payable in cash or other valuable property, real or personal, tangible or intangible, or in labor or services actually performed for the said corporation, at a just valuation to be fixed by the Board of Directors of the corporation.
5. The corporation shall be deemed to exist as a valid corporation under the Laws of the State of Florida on the date in which the Articles of Incorporation are filed in the office of the Secretary of State.

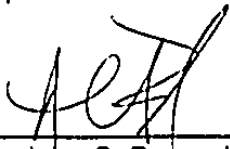
6. The initial principal place of business of the corporation shall be located at: 468 Golden Isle Drive, Hallandale, Fl. 33009.

7. The name of the Initial Registered Agent in the State of Florida authorized to accept service of process on behalf of said corporation and his address shall be: Andrew C. Barnard at 9655 S. Dixie Hwy., Suite 312, Miami, Fl. 33156

8. The number of directors constituting the initial Board of Directors of the corporation shall be one, whose name and address is as follows: Andrew C. Barnard who lives at 9655 S. Dixie Hwy., Suite 312, Miami, Fl. 33156.

9. The name and address of the incorporator will be as follows: Andrew C. Barnard who lives at 468 Golden Isle Drive, Hallandale, Fl. 33009.

FDC  
Identification

  
Andrew C. Barnard  
Incorporator


DATED on July 11, 1996.

STATE OF FLORIDA )  
                          ) S/S  
COUNTY OF DADE )

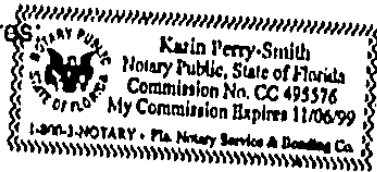
BEFORE ME, the undersigned authority, personally appeared Andrew C. Barnard, who is personally known to me, or produced the above described identification to authenticate his identity, and who is the person described in and who subscribed to the foregoing Articles of Incorporation of ART PELL USA, INC., a Florida Corporation, and who acknowledged before me that he did freely and voluntarily subscribe to the same for

the uses and purposes therein described and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at  
Miami, in said County and State aforesaid this 14th day of July  
1996.

  
NOTARY PUBLIC, State of Florida At Large

My Commission Expires



**CERTIFICATE DESIGNATING RESIDENT AGENT, PLACE  
OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THE STATE OF FLORIDA ON BEHALF  
OF A CORPORATION**

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IN COMPLIANCE WITH §48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, ART PELL USA, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI AND STATE OF FLORIDA, HAS NAMED Andrew C. Barnard who lives at 9655 S. Dixie Hwy., Suite 312, Miami, Fl. 33156, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

ACB 7/11/96  
Incorporator (date)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Signature: ACB 7/11/96  
Resident Agent (date)

FILED  
96 JUL 15 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA