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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: JUDITH ART STUDIOS, INC.

FAX AUDIT NUMBER: H90000011750

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ARTICLES OF INCORPORATION
OF
JUDITH ART STUDIOS, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be JUDITH ART STUDIOS, INC. whose principal office shall be located at Central Shopping Plaza 3709 NW 7th Street, (inside Optica Havana), Miami, Florida. The Board of Directors may from time to time move the principal office to another location in Florida.

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ARTICLE II - DURATION

The corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purpose of the corporation is to engage in any and all activities and/or transactions permitted under the laws of the United States and the State of Florida.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
500	Common	\$1.00

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Prepared by: Jennifer Sardiña, P.A.
255 University Drive
Coral Gables, Fla 33134
Phone: (305) 448-2297

F.B.No.
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ARTICLE V - INCORPORATOR

The name and address of the incorporator of the corporation is
JUDITH R. ACOSTA, Central Shopping Plaza, 3709 NW 7th Street,
(inside Optica Havana) Miami, Florida 33126.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have directors as shall be determined by
the bylaws, but shall not be less than one (1). The number of
directors may be increased from time to time thereafter in
accordance with the bylaws of the corporation but shall never be
less than one. The name and street address of the initial director
of this corporation is:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President/Secy/Treas.	JUDITH R. ACOSTA	Central Shopping Plaza 3709 NW 7th Street (inside Optica Havana) Miami, Florida 33126

ARTICLE VII - SHAREHOLDERS PROPERTY

Private property of the shareholders shall not be subject to
the payment of the corporation's debts.

ARTICLE VIII - AMENDMENTS TO ARTICLES

These articles of incorporation may be amended in the manner
provided by law.

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify and insure its officers and
directors to the fullest extent permitted by law either now or

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hereafter.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby
executes these articles of Incorporation this 19th day of August,
1996.


JOSEPH R. ACOSTA
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 807.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is JUDITH ART STUDIOS, INC.
2. The name and address of the registered agent and office is:

JUDITH R. ACOSTA
Central Shopping Plaza
3709 NW 7th Street
(inside Optica Havana)
Miami, Florida 33126


JUDITH R. ACOSTA

Date: 8/17/96

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


JUDITH R. ACOSTA

Date: 8/17/96

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