

P96000089023

CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THE PROCESS, ENTER "N".

10/29/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:36 AM

((H96000015207 9))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAG-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: EUROPEAN ART, INC.

AUDIT NUMBER.....H96000015207

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND (CR):

2

RECEIVED
OCT 30 1996
TALLAHASSEE, FLORIDA

FILED
96 OCT 29 PM 3:27
SEC. OF STATE
TALLAHASSEE, FLORIDA

59622-96m

1998-10-29
1499194

ARTICLES OF INCORPORATION

OF
EUROPEAN ART, INC.

H96000015207

FILED
96 OCT 29 PM 3:20ARTICLE I-NAME

The name of this corporation is _____

EUROPEAN ART, INC.

ARTICLE II-DURATION

This corporation shall exist on a perpetual basis commencing on the date of execution and acknowledgment of these articles.

ARTICLE III-PURPOSE

This corporation is organized for the following purposes:
To engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida and for the purpose of transacting any or all lawful business.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock having a par value of \$ FIVE DOLLARS (\$ 5.00) par value.

ARTICLE V-VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holder of the outstanding Common Shares.

Prepared by: Mary Angel Padron
5523 NW 72nd Ave.
Miami, Fl 33166
(305) 888-1490

H96000015207

H96000015204

ARTICLE VI-PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VII-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5523 N.W. 72nd AVENUE MIAMI, FLORIDA 33166

and the name of the initial registered agent of this corporation is
MARY ANGEL PADRON
5523 N.W. 72nd AVENUE
MIAMI, FLORIDA 33166

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than 2. The names and addresses of the initial directors of the corporation are:

<u>Name</u>	<u>Address</u>
MARY ANGEL PADRON	5523 N.W. 72nd AVENUE MIAMI, FL 33166
OFELIA CORTES	5523 N.W. 72nd AVENUE MIAMI, FL 33166

H96000015204

ARTICLE IX-INCORPORATOR

The name and address of the person signing these articles is:

MARY ANGEL PADRON
5523 N.W. 72nd AVENUE
MIAMI, FLORIDA 33166

AND OFELIA CORNIE
5523 N.W. 72nd AVENUE
MIAMI, FLORIDA 33166

ARTICLE X-BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE XI-CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII-CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by a stockholder holding not less than 10% of the capital stock.

ARTICLE XV-SHAREHOLDER QUORUM AND VOTING

Fifty-one (51) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

H96000015204

If a quorum is present, the affirmative vote of fifty-one percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XVII-INDemnIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XVIII-AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any rights conferred upon the shareholders is subject to this reservation.

ARTICLE XIX-1244 STOCK

The capital stock of the corporation shall be issued in accordance with the provisions of Section 1244, Internal Revenue Code.

ARTICLE XX-PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office or mailing address of the corporation is

5523 N.W. 72nd AVENUE
MIAMI, FLORIDA 33166

H96000015204

1196000015204

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 29th day of OCTOBER 1996.

[Handwritten signature]

MARY ANGEL PADRON
Subscriber

Before me, a notary public authorized to take acknowledgments
in the state and county set forth above, personally appeared

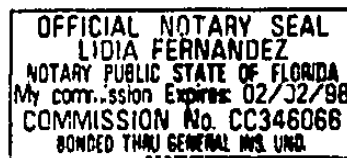
MARY ANGEL PADRON

known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, in the state and county aforesaid this 29th
day of OCTOBER 1996.


Notary Public, State of Florida

My commission expires:



10/29/96

14144

NO.020 007

H96000015204

FILED
96 OCT 29 PM 3:25

CERTIFICATE-REGISTERED AGENT

This Certificate designating registered office for the service of process within Florida, naming registered agent upon whom process may be served, is filed in compliance with Section 607.034:

That EUROPEAN ART, INC.
(Name of Corporation)

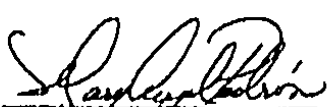
desiring to organize or qualify under the laws of the State of Florida, with its registered office at the City of
State of Florida, has named

MARY ANGEL PADRON

Florida, as its registered agent to accept service of process
within Florida.


OFELIA CORTES, INCORPORATOR

Signature


(Incorporator) MARY ANGEL PADRON
Registered Agent

Dated: 29th OCTOBER 1996

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


(Registered Agent)

Dated: 29 OCTOBER 1996.