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Telephone: (904) 672-0404
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November 13, 1996

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

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RE: Art Fix, Inc.

Dear Sir/Madam:

Enclosed herewith is the original and one copy of the Articles of Incorporation for the above-named corporation, together with a check in the amount of \$122.50 rendered as the filing fee, including designation of registered agent. Please send us a certified copy of the document at your earliest convenience.

Your prompt attention to this matter is greatly appreciated.

Very truly yours,

Dottie Heymans
Dottie Heymans
Legal Assistant

/dlh
Enc.

Dottie Heymans GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Principal Address*
DATE 11/22/96
DCC. EXAM *gf*

FILED
96 NOV 18 PM 1:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

gf 11/22/96

WILLIAM AKERS, III
Attorney at Law

120 E. Granada Blvd.
Ormond Beach, FL 32176

Telephone: (904) 672-0404
Fax No.: (904) 672-0452

November 19, 1996

Secretary of State
New Filing Division
ATTN: CLARETHA GOLDEN
P.O. Box 6327
Tallahassee, FL 32314

RE: Art Fix, Inc.

Dear Ms. Golden:

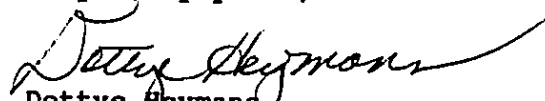
Pursuant to our telephone conversation, this afternoon, please find enclosed Articles of Incorporation for Art F/X, Inc. The Articles for Art Fix, Inc. were sent with an incorrect name. Therefore, please file the enclosed Articles and Airborne Express back to me (I am enclosing an airbill for your convenience). We sent the filing fee with Articles for Art Fix, Inc.

I greatly appreciate you expediting this matter and I apologize for any inconvenience that this may have caused you.

Thanks again for your help.

If you have any questions, please feel free to contact me.

Very truly yours,


Dottie Heymans
Legal Assistant

/dlh
Enc.
cc: Jean M. Ivis

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF**

ART F/X, INC.

FILED
96 NOV 18 PM 1:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be ART F/X, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares at \$1.00 par value of common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 28 Meadow Ridge View, Ormond Beach, FL 32174. The name of the initial registered agent at that address is: JEAN M. IVIS. Principal address: 28 Meadow Ridge View, Ormond Beach, FL 32174.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have no directors.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is JEAN M. IVIS, 28 Meadow Ridge View, Ormond Beach, FL 32174.

ARTICLE VIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE IX - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.


ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer of any former officer to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 19 day of November, 1996.


JEAN M. IVIS

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Art F/X, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


JEAN M. IVIS

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the corporation is: ART F/X, INC..
2. The name and address of the registered agent and office

is:

JEAN M. IVIS
28 Meadow Ridge View
Ormond Beach, FL 32174

SIGNATURE: _____

Jean M. Ivis

TITLE: _____

DATE: _____

11-19-96

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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

Jean M. Ivis

DATE: _____

11-19-96