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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: ARTS ENTERPRISES, INC.

AUDIT NUMBER.....H96000016879

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
ARTS ENTERPRISES, INC.

(4)
H96000016879

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms this corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is ARTS ENTERPRISES, INC..

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States of America, and of this State.

ARTICLE III. CAPITAL STOCK

The total number of shares of capital common stock authorized to be issued by the Corporation will be one thousand (1000) shares having a par value of one dollar (\$1.00) per share. Each of the said shares of common stock will entitle the holder thereof to one (1) vote at any meeting of stockholders.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. ADDRESS

The street address of the initial registered office and corporate office of this corporation is address 2600 Douglas Road, Suite 911, Coral Gables, Florida 33134 and the name of the initial registered agent of this corporation at that address is ROY R. LUSTIG, P.A..

The Board of Directors may from time to time move the principal office to any other address in Florida.

Prepared by: Roy R. Lustig, Esq.
Fla. Bar No. 270080
2600 Douglas Road, Suite 911
Coral Gables, Florida 33134
(305)442-1731

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ARTICLE VI. DIRECTORS

This corporation shall initially have one director. The number of directors may be either increased or diminished from time to time by the by-Laws, but shall never be less than one. The names and addresses of the initial director of this corporation is:

Ronny Levy
Rue Tour-de-L'île 1
1204 Geneva
Suisse

ARTICLE VII. SUBSCRIBERS

The name and street address of each person signing these Articles of Incorporation as a subscriber is: Ronny Levy, Rue Tour-de-L'île 1, 1204 Geneva, Suisse.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31st day of November, 1996.

RONNY LEVY

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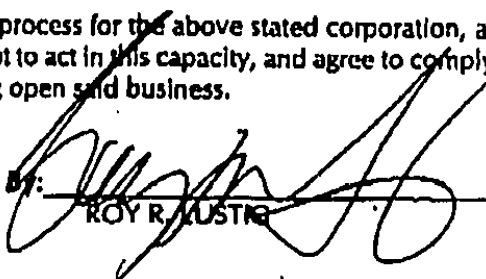
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act;

FIRST - that ARTS ENTERPRISES, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named ROY R. LUSTIG, P.A. as its agent to accept service of process within the State.

STATE OF FLORIDA)
)SS.
COUNTY OF DADE)

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said business.

By: 
ROY R. LUSTIG

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