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LAW OFFICES  
SUSAN K. BAUMEL  
PROFESSIONAL ASSOCIATION  
750 SOUTH DIXIE HIGHWAY  
BOCA RATON, FLORIDA 33432

TELEPHONE (561) 394-5557

FACSIMILE (561) 394-9086

November 25, 1996

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

500002017645--4  
-12/03/96--01060--002  
\*\*\*\*122.50 \*\*\*\*122.50

Re: ART WORKS INTERNATIONAL, INC.

Dear Corporate Specialist:

Enclosed for filing are the Articles of Incorporation for the above-referenced corporation along with a check in the amount of \$122.50 to cover fees as follows:

Filing Fee	\$ 35.00
Resident Agent Fee	35.00
Certified Copy	<u>52.50</u>
<b>TOTAL:</b>	<b><u>\$122.50</u></b>

Please direct the certified copy of the Articles and any questions to the undersigned.

Sincerely,

*Tracey A. Testa*

Tracey A. Testa  
Corporate Legal Assistant

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC -2 PM 2:18

Enclosures

*g/12/5/96*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

96 DEC -2 PM 2:18

OF

ART WORKS INTERNATIONAL, INC.

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this corporation is ART WORKS INTERNATIONAL, INC.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 at \$.01 par value common shares.

ARTICLE IV

The street address of the Corporation shall be 17130 Coral Cove Way, Boca Raton, Florida 33496. The name of the Corporation's initial registered agent is Arthur Mills.

ARTICLE V

The number of directors constituting the initial Board of Directors of this Corporation is three (3). The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Arthur Mills	17130 Coral Cove Way Boca Raton, Florida 33496
John H. Wood	25 Syacamore Terraco Agawam, MA 01001
William Barnes	17130 Coral Cove Way Boca Raton, Florida 33496

The initial director(s) may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

#### ARTICLE VI

The name and address of the incorporator is Arthur Mills, 17130 Coral Cove Way, Boca Raton, Florida 33496.

#### ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

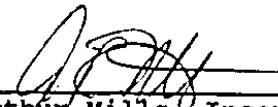
#### ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

#### ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of the Corporation.

Dated this 18th day of November, 1996.

  
\_\_\_\_\_  
Arthur Mills, Incorporator

STATE OF FLORIDA        )  
                                  ) SS  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me by  
Arthur Mills this 18th day of November, 1996.

☒ CHECK ONE

☐ Personally known to me

☐ Provided identification as follows: \_\_\_\_\_

Tracey A. Testa  
Notary Public



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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS


96 DEC -2 PM 2:18

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That ART WORKS INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 17130 Coral Cove Way, Boca Raton, Florida 33496, has named Arthur Mills located at 17130 Coral Cove Way, Boca Raton, Florida 33496, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

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 performance of my duties.

  
\_\_\_\_\_  
Arthur Mills