

P96000100872

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

RE: Art and Beyond, Inc.

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Maller No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

W96-26096

FILED
96 DEC 13 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 13 1996

REQUEST TAKEN CONFIRMED APPROVED
DATE 12/12 _____
TIME _____ CK No. _____
BY _____

WALK-IN
Will Pick Up 8:30 2/2

	C.C. FEE.	DISBURSED
Capital Express™		
✓ Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
✓ () Get Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 15% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

Attn: WJ

December 12, 1996

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: ART AND BEYOND, INC.
Ref. Number: W96000026096

We have received your document for ART AND BEYOND, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 896A00055566

RECEIVED
96/DEC 13 PM 1:19
96/DEC 12 PM 1:19

corrected
Thank you very much!!

ARTICLES OF INCORPORATION

OF

ART AND BEYOND ART, INC.

(pursuant to F.S.607.0202 [Laws 1990])

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

ARTICLE I NAME

(F.S.607.0202(1)(a))

The name of the corporation shall be: ART AND BEYOND ART, INC.

ARTICLE II PRINCIPAL OFFICE

(F.S.607.0202(1)(b))

The principal place of business and mailing address of this corporation shall be:

981 N.W. 92nd Terr.
Plantation, FL 33324

ARTICLE III CAPITAL STOCK

(F.S.607.0202(1)(c))

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,500 shares of common stock with no special classes, preferences, limitations, or special rights attached to said stock

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

(F.S.607.0202(1)(g))

The name and street address of the corporation's initial registered office and the name of corporation's initial registered agent at that office is:

Michael Clarke
981 N.W. 92nd Terrace
Plantation, Florida 33324

ARTICLE V INCORPORATOR(S)
(F.S.607.0202(1)(h))

The name(s) and street address(es) of the incorporator(s) of these Articles of Incorporation and the number of shares of stock that each agrees to take is(are):

1. MICHAEL CLARKE, 981 N.W. 92nd Terrace, Plantation, FL 33324
500 shares
2. DEGE ROBERTSON, 13801 Stirling Road, Ft. Lauderdale, FL 33330
500 shares
3. TROY GIORGIO, 22277 S.W. 66th Ave., # 1904, Boca Raton, FL 33428
500 shares

(THE ARTICLES OF INCORPORATION MAY SET FORTH:)

ARTICLE VI INITIAL DIRECTORS
(F.S.607.0202(2)(a))

The Board of Directors of this corporation shall consist of not less than one and not more than five (5). The names and addresses of the individuals who are to serve as the initial directors subject to these Articles of Incorporation, By-Laws, and the laws of Florida hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified are as follows:

PRESIDENT

1. MICHAEL CLARKE, 981 N.W. 92nd Terrace, Plantation, FL 33324

CHAIRMAN OF THE BOARD, VICE PRESIDENT, C.E.O.

2. DEGE ROBERTSON, 13801 Stirling Road, Ft. Lauderdale, FL 33330

SECRETARY/TREASURER

3. TROY GIORGIO, 22277 S.W. 66th Ave., # 1904, Boca Raton, FL 33428

ARTICLE VII OTHER PROVISIONS (NOT INCONSISTENT WITH LAW)

a) The purpose or purposes for which the corporation is organized (F.S.607(2)(b)(1);

Sale, display, purchase, and distribution of art, collectibles, and memorabilia

b) Management of the business and regulation of the affairs of the corporation (F.S.607(2)(b)(2);

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. General management and operations of the business of this corporation shall be done by the President and Chairman of the Board of the Corporation or their appointed designee pursuant to the ByLaws of the Corporation.

c) Definition, limitation and regulation of the powers of the corporation and its board of directors and shareholders (F.S.607(2)(b)(3);

The President and/or Chairman of the Board has full authority as agent for the corporation to solely execute any and all documents for the operation and business of this corporation to include but not limited to organization thereof, purchases, sales, accounts, leases, employment agreements, etc. Any agent or "designee" given this authority by the President or Chairman of the Board must have written approval by a majority of the Board Members.

The position of President and/or Chairman of the Board shall be voted into office pursuant to the ByLaws of the corporation and any amendments made thereto by the shareholders.

d) The amount of capital with which this corporation shall begin business shall be;

FORTY-FIVE THOUSAND AND THREE HUNDRED (\$45,300.00) DOLLARS.

e) Personal Liability of shareholders for the debts of the corporation and extent and conditions thereof (F.S.607(2)(b)(5);

The shareholders of this corporation shall not have any personal liability for the debts, actions, liens, suits, claims, or

any other causes against this corporation or its agents.

The undersigned has(have) executed these Articles of Incorporation this

6th day of December, 19 96.

Michael Clarke
Signature MICHAEL CLARKE
PRESIDENT

C. Dege Robertson
Signature C. DEGE ROBERTSON
VICE-PRESIDENT/CHAIRMAN/C.E.O.

Troy Giorgio
Signature TROY GIORGIO
SECRETARY/TREASURER

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day appeared before me
MICHAEL CLARKE (C462-541-59-225-0), DEGE ROBERTSON
(Personally Known), and TROY GIORGIO
(G62081361283-0) to be personally known to me or proven by
means of drivers licenses who executed these Articles of
Incorporation and acknowledged the Articles to be the act and deed
of the subscribers and that the facts set forth herein are true.

Douglas Costa
NOTARY PUBLIC

SUBSCRIBED AND SWORN to
before me this 5 day
of December, 1996.

My Commission Expires:



DOUGLAS COSTA
My Commission CC4411
Expires Feb. 20 1997
Bonded by HAI
800-422-1553

FILED

96 DEC 13 PH 2:33

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, 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: ART AND BEYOND ART, INC.

2. The name and address of the registered agent and office is:

MICHAEL CLARKE

(NAME)

981 N.W. 92 Terrace

(P.O. BOX NOT ACCEPTABLE)

Plantation, Florida 33324

(CITY/STATE/ZIP)

SIGNATURE

Michael Clarke
(Corporate officer)

TITLE PRESIDENT

DATE 12/5/96

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.
(F.S.607.0202(1)(g) and F.S.607.0501(Laws 1992))

SIGNATURE

DATE

Michael Clarke
12/5/96