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Company Number 0000

2-13-97

Sandy KASE

39 NW 166 Street

N. Miami Beach, FL 33169

944-3364

VALIDATION ONLY

FILED 97 FEB 14 PM 2:15 SECRETARY OF STATE TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

AVC Design Studios, Inc.



Empire Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Disolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

FEB 14 1997

CERTIFIED COPY

RECEIVED 97 FEB 14 AM 11:05 DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE I. NAME

The name of this Corporation shall be:

AVC DESIGN STUDIOS INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, of ONE DOLLAR (\$1.00) par value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than ONE HUNDRED DOLLARS (\$100).

ARTICLE V. TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI. ADDRESS

The initial street address in the State of the principal office of the Corporation shall be:
4321 ROCK ISLAND ROAD, LAUDERHILL, FL. 33319

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

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This Corporation shall have TWO Director(s) initially. The number of Directors may be either increased or diminished by the Bylaws adopted by the Shareholders but shall never be less than one. The name and address of the initial Director(s) of this Corporation:

VERED NOGRAD
7907 NW 67TH AVENUE
TAMARAC, FL. 33319

AYAL ARMON
304 HUDSON STREET #600
NEW YORK, N.Y. 10013

ARTICLE VIII. INCORPORATOR(S)

The names and addresses of the Incorporator(s):

VERED NOGRAD
7907 NW 67TH AVENUE
TAMARAC, FL. 33319

AYAL ARMON
304 HUDSON STREET #600
NEW YORK, N.Y. 10013

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and Shareholders.

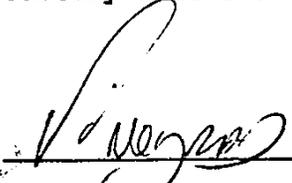
ARTICLE X, AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholder subject to this reservation.

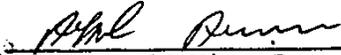
ARTICLE XI. SUB-CHAPTER S CORPORATION

This Corporation may be a Sub-Chapter S Corporation, as defined by the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned as subscribing Incorporators, have hereunto set our hands and seals this 3rd day of February, 1997 for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make and file in the office of the Secretary of this State of Florida these Articles of Incorporation, and certify that the facts herein stated are true.

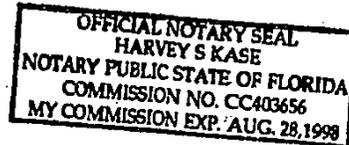


VERED NOGRAD President

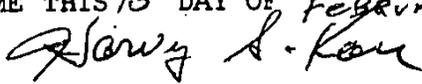


AYAL ARMEN Vice President

STATE OF FLORIDA
COUNTY OF BROWARD

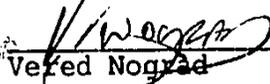


SWORN TO AND SUBSCRIBED BEFORE ME THIS 13th DAY OF February 1997



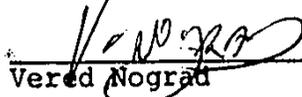
ARTICLE XII. REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent Vered Nograd located at 7907 NW 67TH AVENUE, TAMARAC, FL. 33319 accepts this position as signed below:



Vered Nograd

The Registered Office will be located at 7907 NW 67TH AVENUE, TAMARAC, FL. 33319



Vered Nograd

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TALLAHASSEE, FLORIDA