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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-03/04/97--01110--006
*****78.75 *****78.75

SUBJECT: Studio Fresco, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

<input type="checkbox"/> \$70.00 Filing Fee	<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certificate	<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
ADDITIONAL COPY REQUIRED			

FROM: Teresa M. Parks
Name (Printed or typed)
465 Ventura Place
Address
Vero Beach, FL 32963
City, State & Zip
(561) 234-6637
Daytime Telephone number

FILED
97 FEB 27 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

B. REGISTER FEB 27 1997

ARTICLES OF INCORPORATION

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

The name of the corporation shall be:

Studio Fresco, Inc.

ARTICLE II PRINCIPAL OFFICE

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

465 Ventura Place
Vero Beach, Fl. 32963

ARTICLE III SHARES

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

10,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Teresa M. Parks
465 Ventura Place
Vero Beach, Fl. 32963

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TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Teresa M. Parks
465 Ventura Pl.
Vero Beach, Fl. 32963

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

11th day of Feb., 19 97.

(An additional article must be added if an effective date is requested.)



Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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 Studio Fresco, Inc.

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

Teresa M. Parks
(NAME)

465 Ventura Pl.
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Vero Beach Fl. 32963
(CITY/STATE/Zip)

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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.


(SIGNATURE)

2/11/97
(DATE)