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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: C.G.I. - VISUAL ARTS, INC.

AUDIT NUMBER.....H97000006187

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

CERT. OF STATUS..0

PAGES..... 6

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 22 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 21, 1997

EMPIRE

SUBJECT: C.G.I. - VISUAL ARTS, INC.
REF: W97000009107

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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

FAX Aud. #: H97000006187
Letter Number: 997A00020198

A post office box is not an acceptable address for the registered agent.

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Agnes Lunt
Corporate Specialist

FAX Aud. #: H97000006187
Letter Number: 997A00020198

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
C.G.I. - VISUAL ARTS, INC.

WE, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together to form a Corporation for Profit under the provisions of Section 607 of the Florida Statutes, with all powers, rights, privileges, and immunities; and to that end we do, by these Articles, set forth:

ARTICLE I - NAME

The name of this Corporation is C.G.I.-VISUAL ARTS,
(hereinafter referred to as the "Corporation") and its mailing
address is P.O. Box 5058, Hollywood, Florida 33083.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue five hundred (500) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

Gladys Gonzalez-Boyer, Esq.
10621 No. Kendall Dr. #208
Miami, FL 33176
FBN. 0692164 (305) 595-5553

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ARTICLE V - REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is DAVID FERGUSON, and his address is 2481 N. Riverdale Drive, Hollywood, Fl. 33025.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

NAME GARY FERGUSON

ADDRESS P.O. Box 5058,
Hollywood, Florida 33083

- (a) Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws of this Corporation.
- (b) The business affairs of this Corporation shall be managed by the Board of Directors, and
- (c) The Board of Directors shall be shareholders in the Corporation.

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ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended, or repealed by either the shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATORS

The name of the person signing these Articles is GARY FERGUSON and his address is P.O. BOX 5058, Hollywood, Florida 33083.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of APRIL, 1997.

Gary Ferguson
GARY FERGUSON, Incorporator.

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Re: C.G.I.-Visual Arts, Inc.

ACKNOWLEDGMENT

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, a ~~NOTARY PUBLIC~~ in and for the State of _____, duly qualified and commissioned by the Governor and Secretary of State of _____ personally appeared: Gary Ferguson to me known, or who produced the following identification Jamaican Passport to be the person described herein as incorporator and who executed the foregoing ARTICLES OF INCORPORATION, and he acknowledged before me that he executed and subscribed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and attached my official seal of office this 9th day of April _____, 1997, in the City of _____ County of _____ in the State of _____

JAMAICA
CITY OF KINGSTON
EMBASSY OF THE UNITED STATES
OF AMERICA

My commission expires:

COMMISSION INDEFINITE


~~NOTARY PUBLIC~~
~~XXXXXXXXXX~~ SCOTT McDONALD
VICE CONSUL
UNITED STATES OF AMERICA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.G.I.-VISUAL ARTS, INC.

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

IN COMPLIANCE WITH FLORIDA STATUTES '667.034, THE FOLLOWING
IS SUBMITTED:

FIRST— That C.G.I.-Visual Arts, INC., desiring to organize
under the laws of the State of Florida with its principal office,
as indicated in the Articles of Incorporation, in the City of
Miami, County of Dade, State of Florida, has named DAVID FERGUSON
whose address is 2481 N. Riverdale Drive, Hollywood, FL 33024,
State of Florida, as its registered agent to accept service of
process within the State of Florida.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN
THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS
DUTIES.

DATED THIS 13 DAY OF March, 1997.

By David Ferguson
DAVID FERGUSON
Registered Agent.

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