

Kenneth W. McCoy, P.A.

Accounting Firm

15150 N.W. 79th Court
Suite 195
Miami Lakes, Florida 33016
Phone: (305) 362-1841

P97000044452

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

RE: Sand Castle Art, Inc.

Dear Sir/Madam:

Enclosed please find two (2) executed copies of Articles of Incorporation for Sand Castle Art, Inc.
Together with a check for one hundred twenty two 50/100 dollars (\$122.50).

Thank you for your prompt attention to this matter.

Sincerely,

200002180952--8
-05/16/97--01025--005
****122.50 ****122.50



Kenneth W. McCoy, P.A.

Mail to: Kenneth W. McCoy, P. A.
15150 N.W. 79 Court, Suite 195
Miami Lakes, FL 33016
(305) 362-1841

FILED
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FL
MAY 16 1997

92 5/28/97

ARTICLES OF INCORPORATION

OF

SAND CASTLE ART, INC.

ARTICLE I - NAME & ADDRESS

THE NAME AND ADDRESS OF THE CORPORATION SHALL BE:

SAND CASTLE ART, INC.

5481 N. UNIVERSITY DR.
LAUDERHILL, FL 33351

ARTICLE II - DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS
DISSOLVED ACCORDING TO LAW AND ITS EXISTENCE UPON FILING DATE.

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING
ANY AND ALL LAWFUL BUSINESS.

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1000)
SHARES OF FIFTY CENTS (\$0.50), PAR VALUE, COMMON STOCK WHICH SHALL BE
DESIGNATED "COMMON SHARES".

ARTICLE V - POWER OF SHAREHOLDERS

THERE SHALL BE NO BOARD OF DIRECTORS AND ALL AFFAIRS NORMALLY
CONDUCTED BY A BOARD OF DIRECTORS SHALL BE CONDUCTED BY THE
SHAREHOLDERS. THE SHAREHOLDERS SHALL HAVE THE SAME POWER AND
AUTHORITY AS THAT OF A BOARD OF DIRECTORS.

FILED
SECRETARY OF STATE
CORPORATIONS
JAN 12 1972

ARTICLE VI - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY THE OFFICERS AND SHAREHOLDERS OF THE CORPORATION TO THE FULLEST EXTENT AUTHORIZED BY SECTION 607.014, FLORIDA STATUTES. FOR THE PURPOSE OF INTERPRETING THIS ARTICLE AND THE AFOREMENTIONED FLORIDA STATUTE, THE SHAREHOLDER SHALL BE CONSIDERED A DIRECTOR WHEN THE ACTION TAKEN BY HIM FOR WHICH INDEMNIFICATION IS SOUGHT IS ACTION TRADITIONALLY CONDUCTED BY A DIRECTOR.

ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSONS SIGNING THESE ARTICLES OF INCORPORATION ARE:

DEBRA FEDER
8530 N.W. 53 COURT
LAUDERHILL, FL 33351

LORETTA NIGRO
5481 N. UNIVERSITY DR.
LAUDERHILL, FL 33351

ARTICLE VIII - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS:

5481 N. UNIVERSITY DR.
LAUDERHILL, FL 33351

AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

LORETTA NIGRO

DEBRA FEDER

OF ✓ 11 May 1997.

LORETTA NIGRO

DEBRA FEDER

PRODUCED THE FOLLOWING

026017757876

OF MAY 1997.

HARRY E GEISSINGER III
My Commission CO491700
Expires May 25, 1999

REGISTERED AGENT CERTIFICATE

THE UNDERSIGNED HEREBY ACCEPTS THE OFFICE OF REGISTERED AGENT
FOR SAND CASTLE ART, INC. AND AGREES TO ACCEPT SERVICE OF PROCESS FOR
SAID CORPORATION AT THE PLACE DESIGNATED IN ITS ARTICLES OF
INCORPORATION AS ITS PRINCIPAL PLACE OF BUSINESS AND TO ACT IN SAID
CAPACITY IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.

DATED, AT MIAMI, DADE COUNTY, FLORIDA, ON THIS Eight DAY
OF May 1997.

✓ Debra Feder
DEBRA FEDER

✓ Loretta Nigro
LORETTA NIGRO

FILED
SECRETARY OF STATE
MAY 19 1997