

P97000052144

Miami, MAY 17, 1997.

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL. 32399

000002201130--8
-06/04/97--01050--007
****122.50 ****122.50

RE: WORLD'S ART CORPORATION.

Dear Sir or Madam;

Enclosed please find the original and copy of Articles of Incorporation, together with a money order in the amount of \$ 122.50.

This represents the cost of the Charter Tax, Filing Fee, Certified Copy of Articles of Incorporation and Filing Fee for Register Agent Certificate for the above named Corporation.

Very Truly Yours,



Alex Treschzanski
WORLD'S ART CORPORATION.
2098 N.W. 20 STREET
SUITE # 7
MIAMI, FL. 33126
Phone: (305) 325-9267
FAX: (305) 325-9268

FILED
97 JUN 12 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 6/12/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 5, 1997

ALEX TRESCHZANSKI
2098 N.W. 20TH STREET
SUITE #7
MIAMI, FL 33126

SUBJECT: WORLD'S ART CORPORATION
Ref. Number: W97000013199

We have received your document for WORLD'S ART CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 897A00030478

**ARTICLES OF INCORPORATION
OF
WORLD'S ART CORPORATION**

FILED
97 JUN 12 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I NAME

The name of the Corporation is **WORLD'S ART CORPORATION**

ARTICLE II

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

13210 S.W 38TH TERRACE
Miami, FL 33175

ARTICLE III DURATION

The period of its duration is perpetual.

ARTICLE IV PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE V CAPITAL STOCK

The Corporation shall have authority to issue 1000 shares all of one class, at .50 per value.

ARTICLE VI INITIAL REGISTER AGENT

The address of its initial registered office is **13210 S.W. 38TH TERRACE, MIAMI, FL 33175** and the name of its initial register agent at said address is **ALEX TRESCHZANSKI**

ARTICLE VII BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) Directors, whose name and address are:

**ALEX TRESCHZANSKI
18800 N.E. 21 AVENUE
MIAMI, FL. 33179**

and

**EVA C. REYES
18800 N.E. 21 AVENUE
MIAMI, FL. 33179**

ARTICLE VIII INCORPORATOR(S)

The name and address of the incorporator(s) is:

**ELISEO LESASSIER
13210 S.W. 38TH TERRACE
MIAMI, FL. 33175**

ARTICLE IX PREEMPTIVE RIGHTS

Preemptive rights shall be as follows:

- 1.- Shareholders of the Corporation shall have preemptive rights to acquire their pro rata share of stocks of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other Corporation shares or property through merger or extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquire shares, including the reissuance of treasury shares.
- 2.- The article pertaining to preemptive rights may not be amended or delete without the unanimous vote of the shareholders of each affected class.
- 3.- No issue of stock of the corporation shall take place unless the price at which the stock

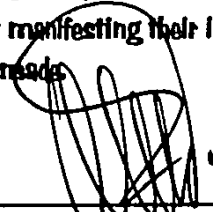
is to be issued shall be unanimously approved by the shareholders of the Corporation.

4.-These preemptive rights shall apply to any corporate obligation which is convertible to or exchange for any stock of the Corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the Corporation.

ARTICLE X AMENDMENTS

These Articles of Incorporation may be amended in the manner provide by law. Every amendment shall be approve by the Board of Directors, proposed by them to the stockholders and approved at a stock holder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

DATED: MAY 17th, 1997




Alex Treschzanski
DIRECTOR

DATED: May 17th, 1997.



Eva C. Reyes
DIRECTOR

DATED: JUNE 10, 1997



Eliseo Lecasner
INCORPORATOR

CERTIFICATE OF DESIGNATION REGISTER AGENT/REGISTER OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organize 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 **WORLD'S ART CORPORATION**

2.- The name and address of the Registered Agent and Office is:

ALEX TRESCHZANSKI
13210 S.W. 38TH TERRACE

MIAMI, FL. 33175

SIGNATURE: *Eva C. Reyes*
CORPORATE OFFICER
Director

Date: May 17th, 1997.

**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 REGISTER 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: 
Alex Treschzanski

May 17th, 1997

FILED
97 JUN 12 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA