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DARREN J. ROUSSO, ESQ.  
20 N.W. 181st, STREET  
MIAMI, FLORIDA 33169  
(305) 935-3134

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 28 PM 12:56

July 21, 1997

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: A & A Diagnostics, Inc.

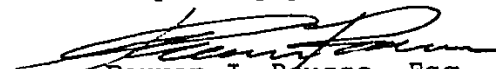
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-07/28/97--01120--002  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above named corporation. The original is to be filed with your office and a certified copy is to be returned to the undersigned in the enclosed self-addressed stamped envelope. Also, enclosed is a check in the amount of \$122,50 to cover fees for the same

Should you have any questions or comments, please feel free to contact the undersigned. I am,

Very truly yours,

  
Darren J. Rouso, Esq.

djr:corp.let  
Enclosures

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**ARTICLES OF INCORPORATION  
OF  
A & A DIAGNOSTICS, INC.**

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DIVISION OF CORPORATIONS  
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**THE UNDERSIGNED**, each a person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I: CORPORATE NAME**

The name of the corporation shall be: **A & A DIAGNOSTICS, INC.**

**ARTICLE II: CORPORATE PURPOSE**

The corporation is organized for the purpose of transacting any lawful business.

**ARTICLE III: CORPORATE EXISTENCE**

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Florida Department of State.

**ARTICLE IV: INITIAL PRINCIPLE OFFICE**

The address of the initial principal office of this corporation is: 2100 South Ocean Drive, Fort Lauderdale, Florida 33316.

**ARTICLE V: INITIAL BOARD OF DIRECTORS**

this corporation shall have no less than one (1) Director. The names and address of the Initial

Board of Directors are as follows:

**Anthony Natelli Jr.:** 2100 South Ocean Drive, Fort Lauderdale, Florida 33316.

**Anthony Natelli IV:** 70 West 95th Street, Suite 18-G, New York, N.Y., 10025.

#### **ARTICLE VI: INITIAL OFFICERS**

The name(s) of the initial officers are as follows: **Anthony Natelli IV** (President and Treasurer ) and **Anthony Natelli Jr.** (Vice President and Secretary)

#### **ARTICLE VII: INCORPORATOR**

The name and address of each person signing these Articles is: **Darren J. Rousso, Esq.** 20 N.W 181st Street, Miami, Florida, 33169.

#### **ARTICLE VIII: CAPITOL STOCK**

The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "Common Stock".

#### **ARTICLE IX: REGISTERED AGENT**

The name and address of the initial registered agent of this corporation is **Darren J. Rousso,** 20 N.W 181st Street, Miami, Florida, 33169.



CPA ~~XXXXXXXXXXXXXXXXXXXX~~

American Institute of  
Certified Public Accountants

Florida Institute of  
Certified Public Accountants

J.P. SPILLANE, Certified Public Accountant

12788 W. Forest Hill Blvd., Suite 2005  
Wellington, FL 33414

Office (561) 790-1488  
Fax (561) 790-6830

July 23, 1997

100002249171--5  
-07/28/97--01096--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Corporation Records Bureau  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

To Whom It May Concern:

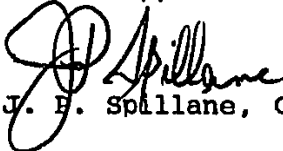
Please see enclosed original and copy of Articles of Incorporation  
for Unique Art Editions, Inc.

Also please see enclosed check in the amount of \$70.00 to cover the  
costs of incorporation fees of said corporation.

If there are any questions regarding this corporation, please call  
the number listed.

Thank You.

Sincerely,

  
J. P. Spillane, C. P. A.

JPS:wsk

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION

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:

Unique Art Editions, Inc.

ARTICLE II, NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and 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 one thousand 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 thousand dollars.

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: 2800 N. Military Trail, Suite #112  
West Palm Beach, FL 33409

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

FILED  
STATE  
CLERK OF CIRCUIT COURT

ARTICLE VII, INITIAL BOARD OF DIRECTORS

This corporation shall have (2) Directors initially.

The number of directors may be either increased or diminished by the by-laws adopted by the shareholders but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

Michael Gordon  
2800 N. Military Trail, Ste. 112  
West Palm Beach, FL 33409

Douglas Allen  
11834 Greenbriar Circle  
Wellington, FL 33414

ARTICLE VIII, INCORPORATORS

The names and addresses of the incorporators:

Michael Gordon  
2800 N. Military Trail, Ste. 112  
West Palm Beach, FL 33409

Douglas Allen  
11834 Greenbriar Circle  
Wellington, FL 33414

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors and shareholders.

ARTICLE X, AMENDMENT

This 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 is 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.

ARTICLE XII, REGISTERED AGENT AND OFFICE

The Registered Agent, Michael Gordon, accepts this position signed below:

  
Michael Gordon

The registered office will be located at 2800 N. Military Trail,  
Suite 112, West Palm Beach, FL 33409.

  
Michael Gordon



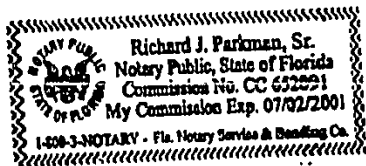
In witness whereof, the undersigned, as subscribing incorporators, have hereinto set their hands and seals this 23rd day of July, 1997, for the purpose of forming this corporation under the Laws of the State of Florida, and hereby make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Michael Gordon  
Michael Gordon

Douglas B. Allen  
Douglas Allen

RECEIVED  
SECRETARY OF STATE  
CORPORATION DIVISION

Sworn to and subscribed before me this 23rd day of July,  
1997, by Michael Gordon & Douglas Allen, who are personally  
known to me  
or who produced a \_\_\_\_\_ as  
identification.



Notary Public, State of Florida  
Richard J. Parkman, Sr.  
Richard J. Parkman, Sr.

(Seal)