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TRANSMITTAL LETTER

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

SUBJECT: RANDY'S ART Studio, Inc

I enclose an original and 1 copy(ies) of the Articles of Incorporation for the above corporation and a check in the amount of \$ 70.<sup>00</sup>

SIGNED: Randy Leibowitz

From:

RANDY LEIBOWITZ

Name

1134 CORAL CLUB DRIVE

Address

CORAL SPRINGS, FL 33071

City

State

Zip

(954) 753-9055

Telephone Number

400002260324--1  
08/07/97-01027--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 AUG -7 PM 4:55

8-7-97  
W25

ARTICLES OF INCORPORATION  
OF  
RANDY'S ART STUDIO, INC.

FILED STATE  
SECRETARY OF CORPORATIONS  
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The undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of an Act of Legislature of the State of Florida approved June 1, 1925, and the acts amendatory thereto, do hereby subscribe to these Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be Randy's Art Studio, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business corporation shall be 1134 Coral Club Drive, Coral Springs, FL 33071. The corporation's mailing address shall be the same.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time shall be One Hundred shares (100) at no par value. The whole or any part of the capital stock of the corporation shall be

payable on lawful money of the United States of America,  
or property, labor or services at a just valuation to be  
fixed by the Directors. Property or labor may also be  
purchased with capital stock at such valuation as shall  
be fixed by the Directors.

#### ARTICLE IV BOARD OF DIRECTORS

The corporation shall have one director constituting the  
original Board of Directors. The number of directors may be  
be increased or decreased from time to time by the bylaws:  
however there shall never be less than one.

The name and address of the first board of director of  
this corporation is:

Randy Leibowitz

1134 Coral Club Drive  
Coral Springs, FL 33071

#### ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is  
Randy Leibowitz, 1134 Coral Club Drive, Coral Springs, FL  
33071.

#### ARTICLE VI PURPOSE

This corporation may engage or transact in any or all

lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE VII TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VIII INITIAL SUBSCRIBERS

The name and address of the initial subscriber to these Articles of Incorporation is:

Randy Leibowitz

1134 Coral Club Drive  
Coral Springs, Fl 33071

  
Randy Leibowitz

ARTICLE IX INCORPORATOR

The name and address of the incorporator executing the Articles of Incorporation of this corporation is:

Randy Leibowitz

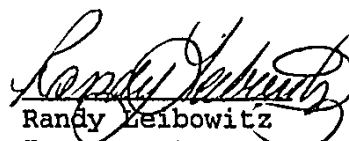
1134 Coral Club Drive  
Coral Springs, Fl 33071

ARTICLE X POWER TO FORM PARTNERSHIP

The corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits with any person, firm, or corporation now carrying on or about to carry on any business which this corporation has the direct, incidental and legal authority to pursue.

ARTICLE XI ATTESTATION

IN WITNESS THEREOF, the undersigned incorporator makes and files these Articles of Incorporation for the purpose and intent to carry on business within the State of Florida, and said incorporator does attest that the above facts and statements are truly and correctly stated on this 1 day of Aug, 1997.

  
Randy Leibowitz  
Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

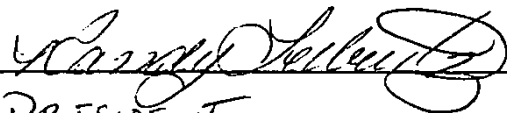
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

RANDY'S ART STUDIO, INC.

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

RANDY LEIBOWITZ  
1134 CORAL CLUB DRIVE  
CORAL SPRINGS, FL 33071

Signature: 

Title: PRESIDENT

Date: 8/1/97

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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: 

Date: 8/1/97