

Lye & Lye Associates, Inc.

GEORGE LYE
7096 Taft Street
Hollywood, Florida 33024

ACCOUNTANTS
"Income Tax & Small Business Center"

LOLA LYE
(305) 963-2567
(305) 731-5556

897000068690

ate:

Secretary of State
Attention: Ms. Loria Yvonne Poole
Division of Corporations
State of Florida
Tallahassee, Fl. 32304

800002266368--8
-08/13/97--01107--004
****122.50 ****122.50

Re: Art Transfers USA, Inc.

Dear Madam:

Enclosed herewith are the Articles of Incorporation
together with a copy of said Articles for
Art Transfers USA, Inc., and our check in the
amount of \$ 122.50 for the following:

Filing Fee	\$ 35.00
Registered Agent	35.00
Certified Copy	52.50
Charter Tax	
Other	
Total Charges	\$ <u>122.50</u>

FILED
97 AUG -7 AM 9:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

If the above name is not available, please call me by
telephone for another name. Thank you kindly for your
assistance in this matter.

Sincerely yours,

George J. Lye
George J. Lye
Accountant

GJL/11
Enclosures

ARTICLES OF INCORPORATION
OF
ART TRANSFERS USA, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate to form a corporation under the laws of the State of Florida and hereby does adopt the following Articles of Incorporation:

ARTICLE ONE

The name of this Corporation is:

Art Transfers USA, Inc.

ARTICLE TWO
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in every aspect and phase of

Sales and Service of Art and Picture Framing, and to lease, rent or otherwise acquire suitable property, and to buy and sell any and all commodities in connection with such operation. To establish franchises or subsidiaries or otherwise expand this business, as may seem fit by the Directors.

This Corporation is organized for the purpose of carrying on and conducting any business or businesses and every act of deed pertaining thereto, either directly or indirectly, which can lawfully be done under the laws of the State of Florida, and to such engage in and carry on said business or businesses in Florida or in any other State of the United States of America.

ARTICLE THREE
CAPITAL STOCK

The maximum number of shares of this corporation shall be Five Hundred (500) shares, said shares having a par value of One Dollar (\$1.00) each; and to be fully paid and non-assessable; all of which shall be common stock; and the same shall be issued and sold for such consideration as may be fixed by the Board of

Directors hereof. Said shares of stock shall be issued, sold, or transferred only in accordance with the by-laws of the corporation as the corporation may, from time to time, make, and all of said shares of stock shall be paid for either in cash, property, labor or services, it being recognized that property, labor or services may be purchased or paid for with the capital stock of the corporation at a just valuation.

ARTICLE FOUR
INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than:

Five Hundred Dollars (\$500.00)

ARTICLE FIVE
TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE SIX
ADDRESS

The initial post office address of the principal office of this Corporation in the State of Florida is:

1001 Three Island Blvd., Apt. 35
Hallandale, FL 33009

ARTICLE SEVEN
DIRECTORS

This Corporation shall have 1 (One) Directors initially. The number of Directors may be increased or decreased from time to time by the by-laws adopted by the Stockholders, but shall never be less than one.

ARTICLE EIGHT
INITIAL DIRECTORS

The names and post office addresses of the first Board of Directors are:

Jose Abtonio Nunez - 1001 Three Island Blvd. Apt. 35
Hallandale, FL 33009

ARTICLE NINE
SERVICE OF PROCESS

The following person has been named by this Corporation to accept service of process within the State of Florida:

Jose Antonio Nunez
1001 Three Island Blvd. Apt. 35
Hallandale, FL 33009

ARTICLE TEN
INITIAL OFFICERS

The name and address of the initial officers of this corporation is:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Jose Antonio Nunez	President/Secretary Treasurer/Director	1001 Three Island Blvd. Apt. #35 Hallandale, FL 33009

ARTICLE ELEVEN
INCORPORATOR

The name and address of the party signing this document entitled "Articles of Incorporation" is:

Jose Antonio Nunez
1001 Three Island Blvd. Apt. 35
Hallandale, FL 33009

ARTICLE TWELVE
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto and any right conferred upon the shareholders is subject to this reservation.

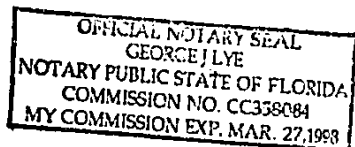
IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER has executed these Articles of Incorporation this 1st day of August, 19 97.

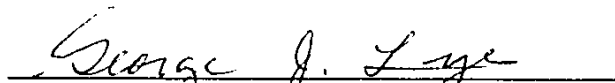


STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Jose Antonio Nunez, known to me to be the person who executed the foregoing Articles of Incorporation.

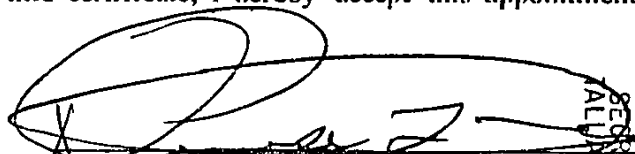
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and county aforesaid, this 1st day of August, 19 97.




Notary Public

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above Corporation, at the place designated on this certificate, I hereby accept this appointment as Registered Agent of


Signature of Registered Agent

Notary Public

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FILED