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(SAMPLE LETTER OF TRANSMITTAL)

DATE

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

800002318318--1
-10/13/97--01025--020
****122.50 ****122.50

Re: SCULPTURES DESIGNS, INC. , Inc.
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

ABEL VIVAS
(Individual's Name)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 13 PM 2:47

SCULPTURES DESIGNS, INC.
(Name of Corporation)

MAILING ADDRESS OF CORPORATION

SCULPTURES DESIGNS, INC.
84 00 SW 133RD. AVE. RD. #302
MIAMI FL 33183

PHONE

(305) 752-5665
Area Code Number

Ext.

ARTICLES OF INCORPORATION

of

SCULPTURES DESIGNS, INC.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

SCULPTURES DESIGNS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS	SCULPTURES DESIGNS, INC.		
	8400 S.W. 133RD. AVE. RD. NO. 302		
CITY	MIAMI	FLORIDA	ZIP 33183

Mailing address, if different

STREET ADDRESS			
	(SAME)		
CITY	FLORIDA	ZIP	

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	ABEL VIVAS		
ADDRESS	8400 S.W. 133RD. AVE. RD. No. 302		
CITY	MIAMI	FLORIDA	ZIP 33183

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

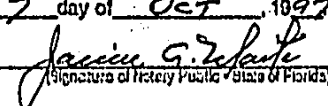
NAME	ABEL VIVAS		
ADDRESS	8400 S. W. 133RD. AVE. RD. NO. 302		
CITY	MIAMI	STATE	FLORIDA ZIP - 33183
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

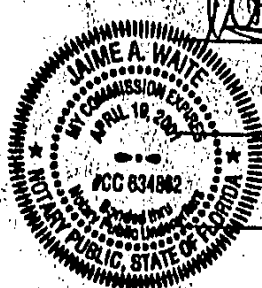
ARTICLE VIII - INCORPORATORS

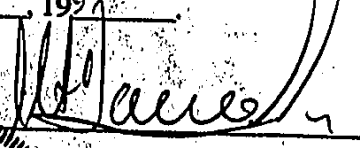
The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	ABEL VIVAS		
ADDRESS	8400 S. W. 133RD. AVE. RD. NO. 302		
CITY	MIAMI	STATE	FLORIDA ZIP 33183
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this SEVENTH day of OCTOBER, 1997.

Sworn to and subscribed before me this	
<u>7</u> day of <u>OCT</u> , 1997	
 <small>(Signature of Notary Public - State of Florida)</small>	
<small>(Print, Type or Stamp Commissioned Name of Notary Public)</small>	
Personally Known <input checked="" type="checkbox"/> OR Produced Identification	
Type of Identification Produced _____	



 (Signature)
 _____ (Signature)
 _____ (Signature)

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 13 PM 2:47

SCULPTURES DESIGNS, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 8400 S.W. 133RD. AVE. RD. No. 302

MIAMI FLORIDA 33183

has named ARIEL VIVAS

located at the aforesaid address, as its registered agent to accept service of process within this state.

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)

OCTOBER 7, 1997

(Date)