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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 574196 7108498

AUTHORIZATION : *Patricia Pijet*

COST LIMIT : \$ 70.00

ORDER DATE : October 22, 1997

ORDER TIME : 1:06 PM

ORDER NO. : 574196-005

CUSTOMER NO: 7108498

CUSTOMER: Richard J. Alan Cahan, Esq
RICHARD J. ALAN CAHAN, P.A.

C/o Becker & Poliakoff, P.a.
5201 Bluelagoon Dr., Suite 100
Miami, FL 33126

FILED
97 OCT 22 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: COLORS OF ART INTERNATIONAL
DISTRIBUTORS, INC.

EFFECTIVE DATE:

600002327316--6

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

RECEIVED
97 OCT 22 PM 1:55
DIVISION OF CORPORATION

SN OCT 22 1997

ARTICLES OF INCORPORATION

- OF -

COLORS OF ART INTERNATIONAL DISTRIBUTORS, INC.

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SECRET
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME AND OFFICE BUSINESS ADDRESS

The name of this corporation is **COLORS OF ART INTERNATIONAL DISTRIBUTORS, INC.** The principal business and mailing address for the Corporation is 5445 Collins Avenue, TH11, Miami Beach, Florida 33140.

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation is **RICHARD J. ALAN CAHAN**, whose address is: **c/o Becker & Poliakoff, P.A., 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126.**

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director 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 directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
SALVADOR GAETA	419 Washington Avenue Miami Beach, FL 33139
GIAFRANCO SANTAGATI	1420 Ocean Drive, Apt. 1A Miami Beach, FL 33139

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD J. ALAN CAHAN	c/o Becker & Poliakoff, P.A. 5201 Blue Lagoon Drive Suite 100 Miami, Florida 33126


ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX - AMENDMENT

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

27 day of October, 1997.



RICHARD J. ALAN CAHAN

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WITNESS my hand and official seal this 10th day of October, 1997.

My Commission Expires:

DESIGNATION OF REGISTERED AGENT

Certificate Designating Place of Business for the Service of Process
Within this State, Naming Agent Upon Whom Process May Be Served.

(Attached to the Articles of Incorporation of

COLORS OF ART INTERNATIONAL DISTRIBUTORS, INC.

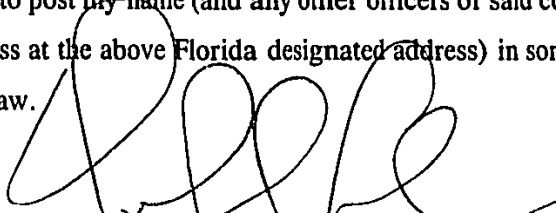
and Made a Part Thereof)

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation to which this document is attached:

THAT, COLORS OF ART INTERNATIONAL DISTRIBUTORS, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office as indicated in its Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named **RICHARD J. ALAN CAHAN** as its Registered Agent to accept service of process within this State.

ACCEPTANCE

THAT, I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



RICHARD J. ALAN CAHAN
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PA 700009087

KENNETH R. WASHBURN, P.A.

KENNETH R. WASHBURN
Attorney At Law

7041 Grand National Drive
Suite 122
Orlando, FL 32819

Tel. (407) 884-8184
Tel. (407) 354-9800
Fax. (407) 884-8184
Fax. (407) 354-0230

October 17, 1997

Honorable Sandra Barringer Mortham
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-10/20/97--01020--018
(11) ****122.50 ****122.50

RE: Eyes Import & Export, Inc.

Dear Sir or Madam:

Enclosed please find the original copy of the Articles of Incorporation and Designation of Resident Agent for Eyes Import & Export, Inc.

Also enclosed is my check in the amount of \$122.50 to cover the filing of the Articles of Incorporation, a certified copy of the Articles of Incorporation, and the filing of approval of the Resident Agent.

Please send the certified copy of the Articles of Incorporation and Resident Agent to:

KENNETH R. WASHBURN
1153 MILL RUN CIRCLE
APOPKA, FLORIDA 32703.

Your attention to this matter is most appreciated.

Very truly yours,

Kenneth R. Washburn
Kenneth R. Washburn, Esq.

10/22/97

ARTICLES OF INCORPORATION

OF

EYES IMPORT & EXPORT, INC.

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

ARTICLE I. NAME

The name of the corporation is EYES IMPORT & EXPORT, INC.

ARTICLE II. TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be as follows:

(a) To import and export machines, computers, all types of merchandise, goods and services.

(b) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

© To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents,

copyrights, trademarks, and licenses in the State of Florida, and in all other states, districts, territories, countries or colonies.

(d) To sue and be sued, complain, and defend in its corporate name;

(e) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;

(f) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;

(g) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;

(h) To lend money to, and use its credit to assist, its officers and employees in accordance with law;

(I) To purchase, receive, subscribe for, or otherwise acquire: own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;

(j) To make contract and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and

income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts or guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

(k) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(l) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;

(m) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;

(n) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for

managing the business and regulating the affairs of the corporation;

(o) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(p) To transact any lawful business that will aid governmental policy;

(q) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

(r) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents or its subsidiaries;

(s) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

(t) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

(u) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers

conferred by the laws of Florida upon corporations formed under its law, and to do any or all things hereinbefore set forth to the same extent as natural person might or could do.

ARTICLE IV. CAPITAL STOCK

Number. The aggregate number of shares that the corporation shall have the authority to issue is One Thousand (1,000) shares of capital stock with a par value of One Dollar (\$1.00) per share.

Initial Issue: One Thousand (1,000) shares of the capital stock of the corporation shall be issued for cash at \$1.00 per share.

Stated Capital. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of Stock. The shares of the corporation are not to be divided into classes.

No Share In Series. The corporation is not authorized to issue shares in series.

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not

be applicable to this corporation.

ARTICLE V. ADDRESS

The initial street address in Florida of the initial principal office of the corporation is 14824 Laguna Beach Circle, Orlando, Florida 32824, and the name and address of the initial registered agent is Miguel Ruiz located at 14824 Laguna Beach Circle, Orlando, Florida 32824.

ARTICLE VI. DIRECTORS

The initial Board of Directors shall consist of one(1) member, who need not be a resident of Florida, or shareholder of the corporation.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with such claim or liability, provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection

with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or

transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VII. INITIAL DIRECTORS

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Miguel Ruiz	14824 Laguna Beach Circle Orlando, Florida 32824

ARTICLE VIII. INCORPORATOR

The names and addresses of the initial incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Miguel Ruiz	14824 Laguna Beach Circle Orlando, Florida 32824

ARTICLE IX. AMENDMENT

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds/simple majority vote of the common stock.

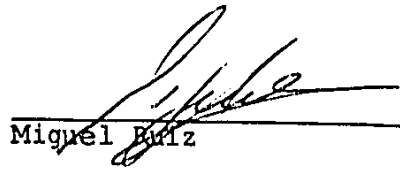
ARTICLE X. PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE XI. VOTING STOCK

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of his shares, to distribute them among as many candidates as he may wish. Notice must be give by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation on this day of
1997.


Miguel Ruiz

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT
FOR

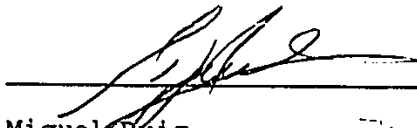
EYES IMPORT & EXPORT, INC.

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

First that, Eyes Import & Export, Inc., qualified to do business under the laws of the State of Florida, with its principal office at 14824 Laguna Beach Circle, Orlando, Orange County, State of Florida has appointed Miguel Ruiz at 14824 Laguna Beach Circle, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Miguel Ruiz

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