

CYNTHIA L. SHERR, P.A.

1940 Harrison Street

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Hollywood, Florida 33020

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P98000029875

Monday, March 23, 1998


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*****70.00 *****70.00

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Enclosed please find the Articles of Incorporation, check for \$70.00, and a self addressed stamped envelope.. I would appreciate it, if you would return the filed copy of the Articles to my office.

Thank you for your cooperation in this matter.

Very truly yours,


Cynthia L. Sherr

CLS/ns
enclosures

FILED
98 MAR 30 PM 12: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA - 4/1/98

ARTICLES OF INCORPORATION
OF
RAFAEL ART INCORPORATED

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

RAFAEL ART INCORPORATED

The address of the principal office of this corporation shall be 2040 Harrison Street Hollywood, FL 33020, and the mailing address of the corporation shall be the same.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE II. NATURE OF THE BUSINESS

This corporation may engage in every aspect of the production and sale of art works. 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 III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.0 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1940 Harrison Street, Suite 300, Hollywood, Florida 33020, and the name of the initial registered agent of the corporation at the address is Cynthia L. Sherr, P.A..

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have 1 officer(s) and 1 director(s), initially. The name(s) and street address(es) of the initial officer(s) and director(s) who shall hold office for the first year of the corporation, or until their successor is elected or appointed is/are:

Rafael Vazquez- President/Director
2040 Harrison Street, Hollywood, FL 33020

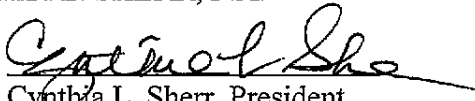
ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation:

Cynthia L. Sherr, P.A.
1940 Harrison Street, Suite 300, Hollywood, Florida 33020

IN WITNESS WHEREOF, the undersigned agent of Cynthia L. Sherr, P.A., has hereunto set their hand and seal of Cynthia L. Sherr, P.A. on March 23, 1998.

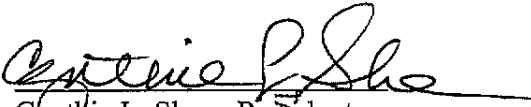
CYNTHIA L. SHERR, P.A.

By: 
Cynthia L. Sherr, President

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Cynthia L. Sherr, P.A., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CYNTHIA L. SHERR, P.A.

By: 
Cynthia L. Sherr, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ASSIGNMENT OF THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION
OF
RAFAEL ART INCORPORATED

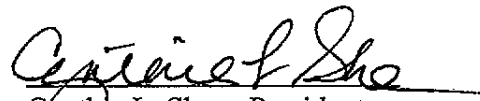
Cynthia L. Sherr, P.A., as sole incorporator, for value received hereby assigns any
and all rights it may have as such incorporator to the following:

Rafael Vazquez
2040 Harrison Street, Hollywood, FL 33020

Dated this March 23, 1998.

CYNTHIA L. SHERR, P.A.

By:


Cynthia L. Sherr, President