

4/09/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

12:26 PM

P98000032944

((H98000006825 7))

EFFECTIVE DATE

4/5/98

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: LUIS URIARTE

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: MIAMI ARTWORKS, INC.

AUDIT NUMBER.....H98000006825

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES.....4

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED

98 APR -9 PM 4: 07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-4/6/98

H98000006825

EFFECTIVE DATE
4/5/98

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Miami ArtWorks, Inc.

Article II. Address

The mailing address of the Corporation is:
Miami ArtWorks, Inc.
c/o Paseos
3301 Coral Way
Miami FL 33145

FILED
98 APR -9 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Rossz Fiu Corporation
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Eleanor Schneiderman

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Jan Carson Cheezem | FL Bar Member 335193
Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310
305-358-7605

H98000006825

Copyright © 1993-1998 CC

H98000006825

Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Jan Carson Cheezem

Keith Mack LLP

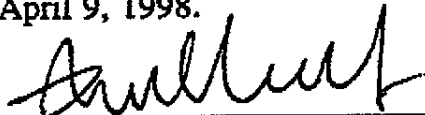
200 South Biscayne Boulevard, 20th Floor

Miami FL 33131-2310

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on April 5, 1998.

The undersigned incorporator executed these Articles of Incorporation on April 9, 1998.



JAN CARSON CHEEZEM

by L.A. Uriarte as attorney-in-fact

Jan Carson Cheezem | FL Bar Member 335193
Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310
305-358-7605

H98000006825

Copyright © 1993-1998 CC

H98000006825

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Miami ArtWorks, Inc.

REGISTERED AGENT/OFFICE:

**Rossz Fiu Corporation
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**ROSSZ FIU CORPORATION
Jan Carson Cheezem, President
by L.A. Uriarte as attorney-in-fact**

Date: April 9, 1998

**Jan Carson Cheezem | FL Bar Member 335193
Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310
305-358-7605**

H98000006825

Copyright © 1993-1998 CC

FILED
98 APR -9 PM 14: 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA