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ROBERT C. CLARK
 ATTORNEY AT LAW
 1936 14TH AVENUE
 VERO BEACH, FLORIDA 32960

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City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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Examiner's Initials 4-28
WS

ARTICLES OF INCORPORATION
FOR
A.R.T. PLAZA, INC.

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ARTICLE I

The name of this corporation shall be A.R.T. PLAZA, INC. hereinafter referred to as the "Corporation".

ARTICLE II

The general nature of the business and objects and purposes proposed to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, vis:

(a) To engage in the business of shopping plaza and business mall construction, rental and maintenance of commercial and retail business space, lease hold operations and other adjuncts to the construction, rental, maintenance and leasing of the aforesaid office and commercial locations. To 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 real property, goods, wares, merchandise of every class, kind and description, necessary to the accomplishment of the above-stated business objectives, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, mutual fire insurance association cooperative, state fair or exposition.

(b) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and in foreign countries, without restriction as to place or amount.

(c) To do all and everything necessary and proper for

the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, as principle, agent, trustee, or otherwise, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or object of the corporation, whether or not such business is similar in nature to the purposes and objects sets forth in these Articles of Incorporation or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

This Corporation shall be entitled to all rights, powers and provisions of the laws of the State of Florida affecting corporations as such laws may now exist or as such laws may hereinafter be enacted.

ARTICLE III

CAPITAL STOCK

The capital stock of this Corporation shall consist of one thousand (1,000) shares of common stock, having par value of One Dollar (\$1.00) each.

The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America, or property, labor, or services at a just valuation to be fixed by the Stockholders. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Stockholders.

Additional shares of stock without par value may be authorized from time to time by the Corporation, and said shares

of stock may be issued for such consideration as shall be set by the Stockholders.

ARTICLE IV

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which the Corporation shall begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V

CORPORATE EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI

PRINCIPAL OFFICE AND RESIDENT AGENT

The principal place of business of said corporation is to be located at 965 Fellsmere Road, Sebastian, Florida, 32958 with the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida, or in foreign countries.

ROBERT C. CLARK, Esquire is hereby designated as Resident Agent of this Corporation, whose address is 1936 14th Avenue, Vero Beach, Florida, 32960.

ARTICLE VII

NAME AND POST OFFICE ADDRESS OF THE SUBSCRIBERS

ROBERT GIAMBANCO	965 Fellsmere Road Sebastian, FL 32958
ANDRE DORAWA	965 Fellsmere Road

Sebastian, FL 32958

TINA GIAMBANCO

965 Fellsmere Road
Sebastian, FL 32958

ARTICLE VIII

NUMBER OF DIRECTORS

The number of the Corporation's directors shall be three (3) but the By-Laws may provide for such increase or decrease in number thereof as is authorized by law.

ARTICLE IX

NAME AND POST OFFICE ADDRESS OF DIRECTORS

The names and post office addresses of the first Board of Directors and Officers of the Corporation, who, subject to the provisions of these Articles of Incorporation and the By-Laws and General Corporation Law of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
ANDRE DORAWA	President	965 Fellsmere Road Sebastian, FL 32958
ROBERT GIAMBANCO	Vice President	965 Fellsmere Road Sebastian, FL 32958
TINA GIAMBANCO	Secretary/ Treasurer	965 Fellsmere Road Sebastian, FL 32958

ARTICLE X


The By-Laws may prescribe the number of Directors necessary

to constitute a quorum of the Board of Directors, which number may not be less than the majority of the whole Board of Directors. In case of vacancy in the Board of Directors, through death, resignation, disqualification or other causes, such vacancy shall be filled for the unexpired term by the affirmative vote of a majority of the remaining Directors. In case of any increase in the number of Directors, the additional Directors shall be elected by the affirmative vote of the majority of Directors then in office.

The Corporation may, at any meeting of the Board of Directors, sell, lease or exchange all of its property and assets, including its good will, and its corporate franchise or any property or assets essential to its corporate business, upon such terms and conditions either by cash, for the securities of any other corporation or corporations or for such consideration as its Board of Directors may deem expedient and for the best interest of the Corporation when and as authorized by the affirmative vote of the holders of record of the majority of the stock of each class issued and outstanding, given at a stockholders meeting duly called for that purposes, or when authorized by the written consent of the holders of record of a majority of the stock of each class issued and outstanding.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Vero Beach, Indian River County, Florida, for the uses and purposes aforesaid on this 20th day of April, 1998.


ROBERT GIAMBANCO


TINA GIAMBANCO


ANDRE DORAWA

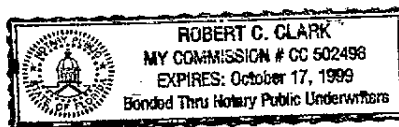
STATE OF FLORIDA
COUNTY OF INDIAN RIVER

PERSONALLY APPEARED before me, the undersigned authority, ANDRE DORAWA, ROBERT GIAMBANCO and TINA GIAMBANCO who are to me well known and known to me by the persons described in and who executed the foregoing Articles of Incorporation, and each of them acknowledged before me, according to law, that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

Witness my hand and official seal at Vero Beach, Indian River County, Florida this 20th day of April, 1998.

Robert C. Clark

Notary Public - ROBERT C. CLARK



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED -

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST ---- THAT
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF SEBASTIAN STATE OF FLORIDA HAS NAMED ROBERT C. CLARK LOCATED AT 1936 14TH AVENUE, VERO BEACH, FLORIDA, 32960 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
ANDRE DORAWA

TITLE President

DATE April 20, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 

DATE April 20, 1998

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