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LAZARUS CORPORATE FILING SERVICE, INC.

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LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

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

1. ART COLISEUM, CORP.

(Corporation Name)

(Document #)

000002572240-6

08/25/98 01035-031

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2. (Corporation Name)

(Document #)

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(Document #)

4. (Corporation Name)

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
98 JUN 25 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 JUN 25 AM 10:49
DIVISION OF CORPORATION

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
ART COLISEUM, CORP.**

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

Art Coliseum, Corp.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:
To have perpetual succession by its corporate name.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 240 shares, having an individual par value of \$10 .

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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ARTICLE V

Each of the Shareholders covenants and agrees that he will not sell, assign, transfer, donate or otherwise dispose of, or pledge, hypothecate or otherwise encumber any of the shares of the Corporation's stock except upon the prior written consent of the remaining Shareholders.

ARTICLE VI

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

LEOPOLDO J. RIOS
1800 W 49th St. Suite # 215.
Hialeah, FL 33012

The principal address shall be:
5719 N Andrews Way
Ft. Lauderdale FL 33309

ARTICLE VII

The initial Board of Directors shall consist of a total of ^{Three}~~four~~ (3) persons and the name and address of the persons who are to serve as an initial directors are:

PRESIDENT

RAUL SUAREZ
5719 N Andrews Way
Ft. Lauderdale FL 33309

VICE PRESIDENT

ROLANDO RICCIO
5719 N Andrews Way
Ft. Lauderdale FL 33309

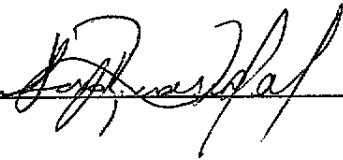
TREASURER - SECRETARY

EVELIO GILMOND
5719 N Andrews Way
Ft. Lauderdale FL 33309

The name and address of the incorporator executing these Articles of Incorporation is:

LEOPOLDO J. RIOS
1800 W 49th St. Suite # 215.
Hialeah, FL 33012

IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these Articles of Incorporation this 22 day of June, 1998.



STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Raul Suarez, Rolando Riccio and Evelio Gilmond known to me and known by me to be the person (s) who executed the foregoing Articles of Incorporation, and he (they) acknowledge before me that he (they) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 22 day of June, 1998.

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is:

Art Coliseum, Corp.

2. The name and address of the registered agent and office is:

Leopoldo J. Rios

(NAME)

1800 W. 49th St, Suite # 215

(P.O.BOX NOT ACCEPTABLE)

Hialeah, FL 33012

(CITY/STATE/ZIP CODE)

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TALLAHASSEE, FLORIDA

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

Date 06/22/98