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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: BROADWAY ART & FRAMING, INC.
AUDIT NUMBER.....H98000014801
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

BROADWAY ART & FRAMING, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be **BROADWAY ART & FRAMING, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 7226 Biscayne Blvd., Miami, FL 33138.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: PURPOSE OF CORPORATION

This Corporation may engage or transact in any or all lawful activities or business permitted under Laws of the United States, the State of Florida, or any other state, country, territory or nation.

Prepared by: MB Coppens Accounting Inc.
18090 Collins Ave., Suite T-10
N. Miami Beach, FL 33160
(305)792-7015

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ARTICLE V: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is Kenneth S. Beck, 7226 Biscayne Blvd., Miami, FL 33138.

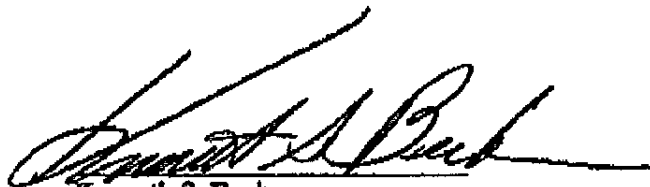
ARTICLE VI: INCORPORATORS

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

Incorporator's Name
Kenneth S. Beck

Street Address
7226 Biscayne Blvd.
Miami, FL 33138

The undersigned incorporator has executed these Articles of Incorporation this 10th day of August, 1998.


Kenneth S. Beck

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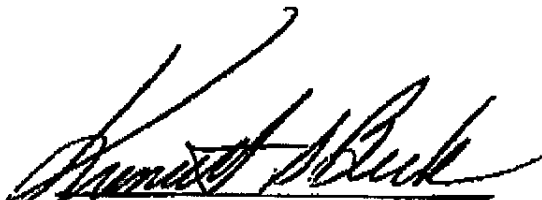
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**


PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is **BROADWAY ART & FRAMING, INC.**
2. The name and address of the registered agent and office is:

**Kenneth S. Beck
7226 Biscayne Blvd.
Miami, FL 33138**

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.


Kenneth S. Beck


August 10, 1998

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TALLAHASSEE, FLORIDA