

P980000091734

SARA COEN-GIOVANELLI
1203 NE 9th. Ave.
Delray Beach, Florida 33483

October 7, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find the following:

1. Check in the amount of \$78.75 for certification and filing fees.
2. The original and one copy of the Articles of Incorporation for Art-E-2000.
3. A self-addressed return envelope so that you may return a certified copy.

Thank you for your assistance.

Sincerely,



Sara Coen-Giovanelli
Attorney at law

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 28 AM 12:50

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**ARTICLES OF INCORPORATION
OF
ART-E-2000, INC**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 28 AM 12: 50

I the undersigned, acting as the incorporate, desiring to form a Corporation for the purposes hereinafter stated, under and pursuant to Chapter 607 of the Florida Statutes, do hereby declare as follows:

ARTICLE ONE. NAME.

The name of the corporation (which is hereinafter called the "Corporation") is ART-E-2000, INC.

ARTICLE TWO. TERM OF EXISTENCE

The period of duration is perpetual.

ARTICLE THREE. BUSINESS AND POWERS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE FOUR. STOCK

The maximum number of shares which authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock having no par value. The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the Incorporate or by the Directors at a meeting called for such purpose or at the organizational meeting. The capital stock will be divided among the company's shareholders in the following manner:

Xiomara Vazquez : seventy five percent (75%)

Sara Coën-Giovanelli: twenty five percent (25%)

ARTICLE FIVE. PRINCIPAL OFFICE

The principal office of place of business of the Corporation shall be located at 1203 NE 9th. Avenue, Delray Beach, Florida 33483.

ARTICLE SIX. BOARD OF DIRECTORS.

The affairs of the Corporation shall be conducted by a Board of not less than one (1) and not more than nine (9) members.

ARTICLE SEVEN. INITIAL DIRECTORS.

The names and addresses of the first Board of Directors who subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified are:

1. Xiomara Vazquez, 1203 NE 9th. Ave. Delray Beach, Florida, 33483.
2. Sara Coën-Giovanelli, 1203 NE 9th. Ave. Delray Beach, Florida, 33483.

ARTICLE EIGHT. INCORPORATORS.

The name and address, including street and number, of the incorporator is Sara Coën-Giovanelli, 1203 NE 9th. Ave. Delray Beach, Florida, 33483.

ARTICLE NINE. ASSIGNMENT OF SUBSCRIPTION RIGHTS.

The original incorporator of the Corporation shall have the right, upon its organization to assign and deliver their subscriptions of stock to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the Corporation who, upon acceptance of such an assignment shall stand in lieu of the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignments.

ARTICLE TEN. MANAGEMENT.

The Corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida.

ARTICLE ELEVEN. TRANSACTIONS WITH RELATED PARTIES.

No contract of other transaction between the Corporation and an other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in or is a Director or officer of, or are the Directors or officers of such other corporations, and any director or directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of the Corporation with any person or persons, firms or corporation in absence of fraud, shall be effected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to be interested in such contract, act or transaction or in any way connected with such person or persons, firm or corporations and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which she may be anywise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE TWELVE. CUMULATIVE VOTING.

AT all elections of Directors of the Corporation, each common shareholder shall be entitled to as many votes as shall equal number of votes which (except for this provision) she would be entitled to cast for the election of Directors with respect to his shares, multiplied by the number of Directors to be elected, and she may cast all such votes for a single Director or may distribute them among the number to be voted for, or any two or more of them, as she may see fit.

ARTICLE THIRTEEN. PRE-EMPTIVE RIGHTS.

stockholders shall have pre-emptive rights to subscribe to additional issue of stock or to any security convertible into such stock.

ARTICLE FORTTEEN. INDEBTEDNESS.

The highest amount of indebtedness or liability to which this Corporation may at any time subject itself is unlimited.

ARTICLE FIFTEEN. INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial register office of this Corporation is 1203 NE 9th. Avenue, Delray Beach, Florida 33483 and the name of the initial registered agent of this Corporation at that address is SARA COEN_GIOVANELLI.

ARTICLE SIXTEEN. EFFECTIVE DATE.

The effective date of this Corporation shall be the date as filed in the Secretary of State's Office in Tallahassee, Florida.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 7st. Day of October 1998.



SARA COEN-GIOVANELLI
1203 NE 9th. Ave. Delray Beach, Florida, 33483.



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