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Law Offices

SCOT A. SILZER

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February 5, 1999

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

Re: FortunArt International, Inc.

Dear Sir/Madam:

Enclosed for filing are the Articles of Incorporation and filing fees for \$78.75 as follows:

\$35.00 Articles of Incorporation
35.00 Registered Agent
8.75 Certified Copy
\$78.75

800002772528-4
-02/11/99-01030-021
*****78.75 *****78.75

Please call if additional information is necessary.

Sincerely,


Scot A. Silzer

FILED
99 FEB 11 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
2-12-99
4

ARTICLES OF INCORPORATION OF

FortunArt International, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is FortunArt International, Inc.

ARTICLE II. DURATION AND PURPOSE

The period of the corporation's duration shall be perpetual until dissolved on a vote of the shareholders as hereinafter provided. The purpose of the corporation is to engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is 1000 shares. Such shares shall be of a single class of common stock, and have a par value of One Dollar (\$1.00).

ARTICLE IV. CORPORATE OFFICE AND RESIDENT AGENT

A. The address of the corporation's principal office is:

1730 Woolco Way, Orlando, Florida 32822.

B. The name of the initial registered agent of the corporation is:

Scot A. Silzer, 1155 S. Semoran Blvd, Suite 3-1142, Winter Park, FL 32792.

ARTICLE V. CORPORATE POWER AND AUTHORITY

The corporation shall have all the rights and powers now or hereafter conferred on corporations by the laws of the State of Florida.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price it is offered to others.

ARTICLE VII. INCORPORATION AND BY-LAWS

A. The name and address of the persons signing these Articles of Incorporation as subscribers are:

Shirley Yuen, 1730 Woolco Way, Orlando, Florida 32822.

B. The initial directors shall submit the proposed by-laws to the shareholders at a meeting to be held for that purpose not more than fifteen days following the issuance of the Certificate of Incorporation. Following the adoption of the by-laws by the affirmative vote of two-thirds of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such by-laws.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS AND OFFICERS

A. The number of directors constituting the initial board of directors is one, and the names and addresses of the initial directors and officers are:

Shirley Yuen, 1730 Woolco Way, Orlando, Florida 32822.

President/Secretary/Treasurer/Director

B. The initial directors and officers shall hold office until their successors are elected and qualify as provided in the by-laws. Thereafter, the term of office of each director and officer shall be one year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed in the by-laws duly adopted by the shareholders.

ARTICLE IX. DISSOLUTION

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the undersigned subscribers and incorporators of this corporation, have executed these Articles of Incorporation, this 8th day of February, 1999.

Shirley Yuen
Shirley Yuen

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a notary public, authorized to take acknowledgements in the State and county aforesaid, personally appeared Shirley Yuen, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and official seal, this 8th day of February, 1999.

Scot A. Silzer
Notary Public

Personally Known

___ Identification Produced:

NOTARY PUBLIC - STATE OF FLORIDA
SCOT A. SILZER
COMMISSION # CC64S117
EXPIRES 5/7/2001
BONDED THRU ASA 1-588-NOTARY1

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named to accept service of process for **FortunArt International, Inc.** at the place designated in the Articles of Incorporation, hereby agree to act in this capacity. I also agree to comply with the provisions of all statutes pertaining to the proper and complete performance of my duties and am familiar with and accept the obligations of my position as Registered Agent.

Date: 2-8-99

Scot A. Silzer
Scot A. Silzer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA