

LETTER OF TRANSMITTAL

P 99000031249
Date March 30 1999

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

600002825826--1
-04/01/99-01017-012
*****70.00 *****70.00

Re: ART 1ST Corp.
(name of corporation), Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check for the amount of 70.00

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and fee for Registered Agent Designation for the above named corporation.

Very truly yours,

DENNIS W BRAZAS
(individual's name)

ART 1ST INC
(name of corporation)

MAILING ADDRESS OF CORPORATION

7105 MARSHAL RD		
WEST PALM BEACH, FL		
33413		
PHONE		
(561)	687-9866	
Area Code	Number	Ext.

F. GIESSEN APR 6 1999

CERTIFICATE OF INCORPORATION
OF

Art 1ST corp.

I, the undersigned subscribed to this Certificate of Incorporation, a natural person competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is ART 1ST.

FILED
99 APR -1 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III

PURPOSE

The purposes for which the Corporation is organized are;

- (a) To conduct the business of art services.
- (b) To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation.

(c) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(d) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(e) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(f) To lend money to and use its credit to assist its officers and employees in accordance with S607.141.

(g) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(h) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(i) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(l) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the Corporation.

(n) To make donations for the public welfare or for charitable, scientific or educational purposes.

(o) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(p) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries.

(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to affect its purposes.

(s) To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1.000 shares of common stock, each share having the par value of \$1.00 Each stockholder of the Corporation shall be entitled to one vote for each fully paid, non-assessable share owned by him, and there shall be no cumulative voting.

Authorized capital stock may be paid for in cash, services of property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V
INITIAL CAPITAL

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

ARTICLE VI
ADDRESS

The initial street address of the principal office of this Corporation is to be 7105 Marshall Road, West Palm Beach, Florida.

The Board of Directors may from time to time designate such other address and place for its principal office of this Corporation as it may see fit.

ARTICLE VII

DIRECTORS

The number of directors of this Corporation shall be as provided by the Bylaws, but shall not be less than one (1) in number nor more than nine (9), and shall be one (1) in number until otherwise fixed or changed by the Bylaws.

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the first Board of Directors who, subject to the provisions of the Certificate of Incorporation, the Bylaws of this Corporation, and the laws of Florida, shall hold office until his successor is chosen at the First Annual Meeting of this Corporation to be held at the time and place provided for by the Bylaws, is as follows: —

<u>Name</u>	<u>Address</u>
Dennis Bruzas	7105 Marshall Road West Palm Beach, F Florida

ARTICLE IX

SUBSCRIBER

The name and address of the Subscribers to the Certificate of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Dennis Bruzas d	7105 Marshall Road West Palm Beach, Florida

ARTICLE X

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of

this Corporation is 7105 Marshall Road, West Palm BEach, Fl.,
, and the name of the initial registered agent of this
Corporation is Dennis Bruzas.

ARTICLE XII
INCORPORATOR

The name and address of the person signing these
Articles of Incorporation is Dennis BRUZAS, 7105 Marshall
Road, West Palm BEach, Florida.

ARTICLE XIII
BYLAWS

The power to adopt, alter, amend and/or repeal bylaws
shall be vested in the shareholders.

ARTICLE XIV
CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by any
shareholder.

ARTICLE XV
MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in
special meetings of the Board of Directors by means of conference

telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XVI

ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XVII

INDEMNIFICATION

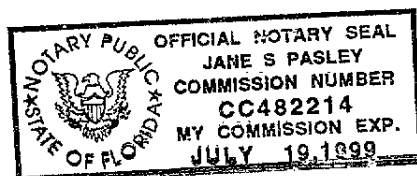
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XVIII

AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provisions herein contained in these Articles of Incorporation, the manner now or hereafter prescribed by law, and all rights, powers, privileges and discretion granted or conferred upon stockholders or directors herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30 day of March, 1999



Jane S. Pasley L.S.

I, *Dennis Bruzas* hereby accept the designation
of Registered Agent for *Art 1ST Corp.*

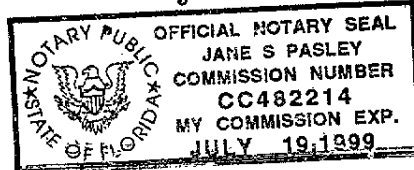
DATED this *30* day of *MARCH*, 19*99*

[Signature]

SWORN TO AND SUBSCRIBED before me this *30* day of
March, 19*99*

[Signature]

NOTARY PUBLIC
My commission expires:



(NOTARIAL SEAL)

FILED
99 APR - 1 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA