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WOLFE, YOUNG,
O'BAKER & COMPANY Accountants & Tax Consultants

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April 19, 1999

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

300002851443--5
-04/26/99--01063--013
*****70.00 *****70.00

Re: *Artistic Treasures, Inc.*

To Whom It Concerns:

Enclosed please find \$70.00 check for Filing Fees and Registered Agent Designation for the proposed incorporation of the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Should you have any questions, please do not hesitate to call this office.

Very truly yours,

WOLFE, YOUNG, O'BAKER & COMPANY



Lonnie E. Young

LEY/cya
Enclosures

cc: Michelle Cheffer

FILED
99 APR 26 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX MEMO

SUBJECT:

**State of Florida
Division of Corporations**

Attn: Beth Register

RE: Artistic Treasures, Inc.

I have no intentions of re-instating the old corporation.

**I am releasing the name to be used by the new
corporation.**

Michelle D. Cheffer

Michelle D. Cheffer

April 28, 1999

ARTICLES OF INCORPORATION

OF

Artistic Treasures, Inc.

FILED
99 APR 26 AM 7:57
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

The name of the corporation is: **Artistic Treasures, Inc.** The principal place of business of this corporation shall be 280 South State Road 434, Suite 1048, Altamonte Springs, FL 32714.

Article II

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, or country.

Article III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 8,000 shares of common stock having a par value of \$1.00 per share.

Article IV

The street address of the initial registered office shall be 280 South State Road 434, Suite 1048, Altamonte Springs, FL 32714 and the name of the initial registered agent of the corporation at that address is Michelle Cheffer.

Article V

The corporation is to exist perpetually.

Article VI

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The name and address of the Initial Director is: Michelle Cheffer, 280 South State Road 434, Suite 1048, Altamonte Springs, Fl 32714.

Article VII

The initial officers of the corporation are as follows: Michelle Cheffer, President, Secretary and Treasurer, 280 South State Road 434, Suite 1048, Altamonte Springs, Fl 32714.

Article VIII

The name and street address of the subscriber of these Articles of Incorporation is: Michelle Cheffer, 280 South State Road 434, Suite 1048, Altamonte Springs, Fl 32714.

Article IX

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 at which it is offered to others.

Article X


This corporation reserves the right to amend or repeal any provision contained in these Articles, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article XI

This By-Laws of the corporation may be amended by majority vote of either the directors or the shareholders.

IN WITNESS WHEREOF,

the undersigned has set his hand and seal on this the 12 day of April, A.D., 1999.


Michelle Cheffer

STATE of FLORIDA
COUNTY OF Seminole:

BEFORE ME, the undersigned authority, personally appeared Michelle Cheffer, who is personally known to me who produced identification of _____, and who executed the foregoing "Articles of Incorporation", and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF,

I have set my hand and seal on this 12 day of April, A.D., 1999.



Traci M. Sloan
MY COMMISSION # CC543636 EXPIRES
April 28, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

Traci M. Sloan
Notary Public, State of Florida
AT LARGE

My Commission Expires: (N.P.Seal)
4-28-00

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of law relative to the proper and complete performance of my duties.

Michelle Cheffer
Michelle Cheffer Resident Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA