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EDUARDO E. GADEA, P.A.
Certified Public Accountant

PHONE: (305) 595-0634
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10689 NO. KENDALL DRIVE
SUITE 321
MIAMI, FLORIDA 33176

July 19, 1999

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

700002937187--2
-07/21/99--01020--009
****122.50 *****78.75

Re: THE ARTESANA GROUP, INC.

Gentlemen:

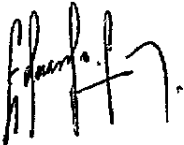
Enclosed are two (2) original executed Articles of Incorporation for the above-captioned corporation. Also enclosed is a check in the amount of \$122.50 for the following fees:

Filing Fees	\$ 35.00
Certified Copies	52.50
Registered Agent Designation	35.00

Total	\$ 122.50

Please return a certified copy of the Articles of Incorporation to the undersigned as soon as they are filed.

Sincerely,



Eduardo E. Gadea

Enclosures

EEG/ng

FILED
99 JUL 21 PM 6:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. CULLIGAN JUL 27 1999

ARTICLES OF INCORPORATION

FILED

99 JUL 21 PM 6: 19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – NAME

The name of this corporation is:

THE ARTESANA GROUP, INC.

With the principal place of business located at:

**8323 LAKE DRIVE, UNIT M-304
MIAMI, FLORIDA 33166**

ARTICLE II – PURPOSE

This corporation shall have the perpetual existence and may engage in any and all lawful business under the laws of the **United States** and the **State of Florida**.

ARTICLE III – CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV – 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 it already holds, shall have the right to purchase its prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE V – INITIAL REGISTERED OFFICE

The street address of the registered office of this corporation is:

**8323 LAKE DRIVE, UNIT M-304
MIAMI, FLORIDA 33166**

The name of the initial **registered agent** of this corporation is:

ANGELA MARIA JIMENEZ

ARTICLE VI – INITIAL BOARD OF DIRECTORS

This corporation shall have **one (1)** director (s) initially. The number of directors may be either increased or decreased from time to time as prescribed in the by-laws, but shall never be less than one (1). The initial director (s) of this corporation is (are):

ANGELA MARIA JIMENEZ

ARTICLE VII – INCORPORATOR

The name and address of the person signing these articles is:

**ANGELA MARIA JIMENEZ
8323 LAKE DRIVE, UNIT M-304
MIAMI, FLORIDA 33166**

ARTICLE VIII – INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors, to the fullest extent permitted by law.

ARTICLE IX – MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE X – BY LAWS

The power to adopt, alter, amend or repeal by laws of this corporation shall be vested in the board of directors and the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this **15th** day of **July** of **1999**.


ANGELA MARIA JIMENEZ
Incorporator

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


Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is: **THE ARTESANA GROUP, INC.**
2. The name and address of the registered agent and office are:

**ANGELA MARIA JIMENEZ
8323 LAKE DRIVE, UNIT M-304
MIAMI, FLORIDA 33166**


ANGELA MARIA JIMENEZ
Title: Shareholder
Date: July/5, 1999

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.


ANGELA MARIA JIMENEZ
Date: July/5, 1999

FILED
99 JUL 21 PM 6:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA