

P99000070130

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000019619 8)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

A.G.R.ART STUDIO INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG -9 AM 9:43

H99000019619

ARTICLES OF INCORPORATION
OF
A.G.R. Art Studios Inc.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation is A.G.R. Art Studios Inc.. The corporation's principal address is 19931 NE 22 Court, Aventura Florida 33180.

ARTICLE II
DURATION

The corporation shall exist in perpetuity.

ARTICLE III
PURPOSE

The purposes for which the corporation has been formed are any and all lawful business permitted under the laws of the State of Florida and of the United States.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue 1000 shares of \$1.00 par value common stock which shall be designated "Common Shares."

ARTICLE V
RIGHT OF SHARES OF CAPITAL STOCK

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, to be voted cumulatively.

H99000019619

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG -9 AM 9:43

H99000019619

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent and Registered Office of the Corporation is:

Eitan Dagan Esquire
930 Washington Ave., Suite 205-A
Miami Beach, FL 33139 (305)672-4557

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have 1 Director initially. The number of Directors may be either increased or decreased from time to time by the By-Laws adopted by the corporation. The names and addresses of the initial Directors and their respective offices are:

PRESIDENT/DIRECTOR: Shalom Yefet

ARTICLE VIII

No contract, act or transaction of this corporation with any person or person, firm or other corporation, in the absence of fraud or wrongdoing shall be affected or invalidated by the fact that any director of this corporation is party to or interested in such contract, act or

Prepared by:
Eitan Dagan Esquire
930 Washington Ave.,
Suite 205-A
Miami Beach, FL 33139 (305)672-4557

H99000019619

H9900001961 9

transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation which he may in anywise be interested. Any director of this 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 IX

BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Directors.

ARTICLE X

INDEMNIFICATION

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

ARTICLE XI

COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence on the date of filing of these articles.

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be altered or amended by resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the outstanding Common Shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

H9900001961 9

H99000019619

ARTICLE XIII
INCORPORATOR

The incorporator is Shalom Yefet and his corporate address is 19931 NE 22 Court, Aventura Florida 33180.

IN WITNESS WHEREOF, I have set my hand and seal this ____ day of August, 1999.


Shalom Yefet

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

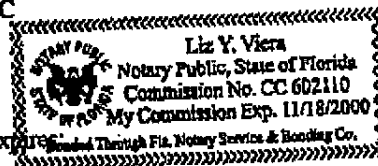
BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Shalom Yefet, who produced as identification DL #: 130-780-4742-0 known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that the same was freely and voluntarily executed for the purposes therein expressed.

WITNESS my hand and seal, this 6th day of August, 1999 at Miami, Dade County, Florida.


NOTARY PUBLIC

State of Florida

My commission expires



H99000019619

H99000019619

**CERTIFICATE OF DESIGNATION OF
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: A.G.R. Art Studios Inc.
2. The name and address of the registered agent and office is:

Eitan Dagan, Esquire
(Name)
930 Washington Avenue-suite 205-A
(P.O. Box or Mail Drop **NOT** Acceptable)
Miami Beach, Florida 33139
(City/State/Zip)

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.

Eitan Dagan
(SIGNATURE)

8/6/99
(DATE)

H99000019619

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG -9 AM 9:43