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Law Offices
of
JOHN M. BERNAZZOLI

2734 Polk Street, Suite H
Hollywood, Florida 33020

Telephone: (954) 923-9700
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September 28, 1999

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

700003001267-1
-09/30/99-01035-010
*****78.75 *****78.75

Re: ArtDiscern, Inc.

Dear Sirs:

Enclosed please find the original and a copy of the Articles of Incorporation and Acceptance of Registered Agent for **ArtDiscern, Inc.**

Also enclosed is a check in the amount of \$78.75 for the filing fee.

Please file and return same to this office.

Very respectfully yours,

JOHN M. BERNAZZOLI, ESQ.

JMB:nbs
Enclosures

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99 SEP 30 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is ArtDiscern, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

The corporation shall have authority to issue 1,000 shares, all of one class, .10 ¢ par value.

ARTICLE V

The address of its initial registered office is 2734 Polk Street, Suite H, Hollywood, FL 33020 and the name of its initial registered agent at said address is Troy Traina.

ARTICLE VI

The principal office and mailing address of the corporation will be: 2734 Polk Street, Suite H, Hollywood, FL 33020.

ARTICLE VII

The number of directors constituting its initial board of directors is one (1) whose name and address is: Troy Traina, 2734 Polk Street, Suite H, Hollywood, FL 33020.

ARTICLE VIII

The name and address of the incorporator is: Troy Traina, 2734 Polk Street, Suite H, Hollywood, FL 33020.


TROY TRAINA

STATE OF FLORIDA)

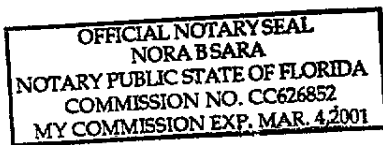
SS:

COUNTY OF BROWARD)

BEFORE ME, a Notary Public, personally appeared, Troy Traina, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath, and who as Incorporator executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official
seal in the State and County aforesaid, this 27th day of September, 1999.

My Commission Expires:

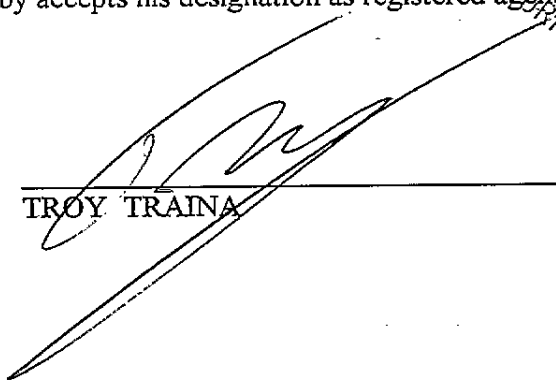


Nora B. Sara
Notary Public
Nora B. Sara
Print Name

ACCEPTANCE OF REGISTERED AGENT

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby accepts his designation as registered agent
for ArtDiscern, Inc.



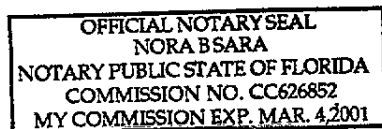
TROY TRAINA

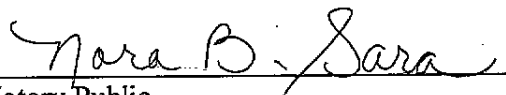
STATE OF FLORIDA)
 SS:
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, personally appeared, Troy Traina, who is
personally known to me or who has produced _____ as
identification and who did (did not) take an oath, and who as Registered Agent executed
the foregoing Acceptance of Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and my official
seal in the State and County aforesaid, this 27th day of September, 1999.

My Commission Expires:





Notary Public
Nora B. Sara
Print Name