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December 14, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

VIA CERTIFIED
MAIL - RETURN
RECEIPT REQUESTED

RE: Request for Filing Articles of Incorporation - Artdecord, Inc.

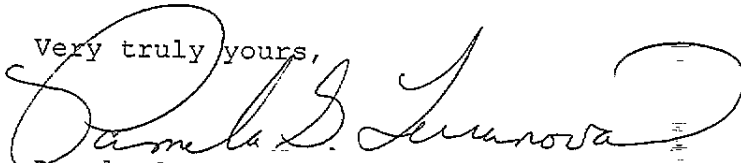
Dear Ladies/Gentlemen:

Enclosed is the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, together with this Firm's check number 1452 in the amount of \$87.50, representing the total filing fees due.

Please file the original Articles and return a certified copy as well as a Certificate of Status to this office in the self-addressed, postage-paid envelope provided.

Thank you for your cooperation and assistance in this matter.

Very truly yours,



Pamela S. Terranova, Esq.

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PST/wp
Enclosures

cc: Mr. Ricardo R. Matos

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ARTDECORD, INC.

The undersigned, desiring to form a Subchapter S, for profit Corporation under the provisions of the Laws of the State of Florida, hereby make, subscribe and acknowledge before a Notary Public, and file with the Secretary of State of the State of Florida, the following Articles of Incorporation for such Subchapter S corporation:

ARTICLE I

The name of the corporation shall be:

ARTDECORD, INC.

and its initial post office address and its principal office for the conduct of business is:

2600 South Course Drive
Suite 206
Pompano Beach, FL 33069

ARTICLE II

The general nature of the business to be transacted by this Subchapter S corporation is:

(a) The purpose of the corporation shall be all lawful purposes under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

(b) The corporation shall, in addition, have the power to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the business interests of the corporation.

(c) The foregoing paragraphs shall be construed as enumerating the purposes, objectives and powers of this corporation and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included, including any and all powers enumerated in Chapter 607, Florida Statutes.

ARTICLE III

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors.

The officers of this corporation shall be a President, Vice President, Treasurer and Secretary and any other officer as the Board of Directors deems expedient. The name and address of the initial officers is as follows:

Ricardo R. Matos President	2600 South Course Drive Suite 206 Pompano Beach, FL 33069
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Ramon Matos Rosario Vice-President, Treasurer, Secretary	2600 South Course Drive Suite 206 Pompano Beach, FL 33069
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ARTICLE IV

(a) The aggregate number of shares that the corporation shall have authority to issue is 1,000 shares of Capital Stock with \$1.00 par value per share.

(b) The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

(c) The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of the capital stock of the corporation.

(d) The shares of the corporation are not to be divided into classes.

(e) The corporation is not authorized to issue shares in series.

ARTICLE V

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 (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VI

The street address of the initial principal office of this corporation is 2600 South Course Drive, Suite 206, Pompano Beach, FL 33069 and the initial registered agent of this corporation is RICARDO R. MATOS. However, this corporation may, from time to time, move the principal office to any other address, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries, as may be necessary or convenient.

ARTICLE VII

This corporation shall have one (1) Director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one.

The name and post office address of the first Board of Directors, who, being subject to the provisions of the Articles of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are selected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
RICARDO R. MATOS	2600 South Course Drive Suite 206 Pompano Beach, FL 33069

ARTICLE VIII

The names and street address of each subscriber and incorporator of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
RICARDO R. MATOS	2600 South Course Drive Suite 206 Pompano Beach, FL 33069

ARTICLE IX

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

ARTICLE X

Except as otherwise provided by law, 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.

ARTICLE XI

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reasons of the act that any one or more of the Directors or

Officers of this corporation is, or are, interested in, or is a member, stockholder, director or officer or any members, stockholders, directors or officers of such other firm or corporation; and any director or officer, or officers, individually or jointly, may be a part or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract act or transaction of this corporation or in which this corporation is interested, and no contract act or transaction of this corporation with any person or persons, firms, association, or corporation shall be affected or invalidated by reason of the fact that any director or directors or officer of this corporation, is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm, association or corporation, and each and every person who may become a director or officer 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 firm, association or corporation, in which he may in any way be interested; directors, when so interested, shall be counted present at directors' meeting for the purpose of determining the existence of a quorum and may vote at such meetings as fully and with the same effect as if not so interested.

ARTICLE XII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is

subject to this reservation.

ARTICLE XIII

(a) The corporation shall have the further right and power from time to time to determine whether and to what extent and at what time and places and under what conditions and regulations the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders and no stockholder shall have the right of inspecting any account, books or documents of this corporation except as conferred by statutes, unless authorized by a resolution of the stockholders or the Board of Directors.

(b) Both stockholders and directors shall have the power, if the by-laws so provide, to hold their respective meetings, and to have one or more offices within the State of Florida or without, and to keep the books of the corporation (subject to the provisions of the statutes) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

(c) The corporation may in its by-laws confer powers upon its Directors in addition to the powers authorized and expressly conferred by statute.

I, the undersigned, being each and all of the original subscribers to capital stock hereinabove named for the purpose of forming a Subchapter S corporation for profit to do business both without and within the State of Florida, do hereby make, subscribe, acknowledge and file this the Articles of Incorporation, hereby declaring and certifying that the facts therein stated are true and

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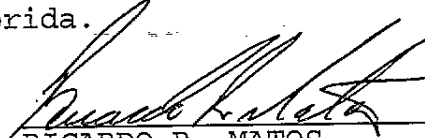
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted in compliance with said Act:

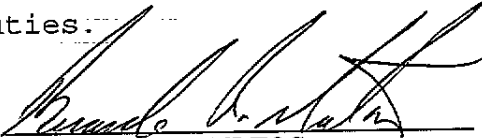
That ARTDECORD, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2600 South Course Drive, Suite 206, Pompano Beach, FL, 33069, and has named RICARDO R. MATOS, located at 2600 South Course Drive, Suite 206, Pompano Beach, FL, 33069 as its registered agent to accept service of process within Florida.


RICARDO R. MATOS
Title: Incorporator

DATED THIS 13th day of December, 1999.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


RICARDO R. MATOS
Registered Agent

DATED THIS 13th day of December, 1999.