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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX: (407) 394-2970

February 20, 1997

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

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Re: MOTION GRAPHICS OF SOUTH FLORIDA, INC.

Gentlemen:

Enclosed herewith please find an original and one copy of the Certificate of Articles of Incorporation for the above captioned corporation and Certificate of Designated Resident Agent.

A check in the amount of \$122.50 is enclosed to cover the following:

- | | |
|---------------------------------|---------|
| 1. Filing Fee | \$35.00 |
| 2. Certified copies of Articles | 52.50 |
| 3. Resident Agent Certificate | 35.00 |

TOTAL AMOUNT OF \$122.50

Please endorse your approval of the Articles on the copies, certifying and returning the same to the undersigned at the above address.

If you have any questions, please feel free to contact me.

Sincerely,

John C. Kaczmarek
John C. Kaczmarek, P.A.

JCK/lb

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF ARTICLES OF INCORPORATION

The undersigned for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

MOTION GRAPHICS OF SOUTH FLORIDA, INC.

and the principal office is 1211 Lafayette Street, Cape Coral, Florida 33904.

ARTICLE II

This corporation may engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III

The amount of the authorized capital stock of this corporation shall be: 1,000 shares at a par value of \$1.00 per share.

ARTICLE IV

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 at which it is offered to others.

ARTICLE V

The term for which this corporation shall exist is perpetual.

ARTICLE VI

The initial registered office of this corporation shall be:

The initial registered office may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and/or in any and all the several states and territories and districts of the United States, and in any and all foreign countries, and may have one or more offices, in any of the said places of business.

ARTICLE VII

The business of said corporation shall be conducted by a Board of Directors, which shall consist of not less than one (1) member, nor more than five (5) members, as the same may be provided by the By-Laws of the corporation, and the following officers, to-wit: a president, secretary and treasurer, and such other officers as the Board of Directors may elect, provided that any three (3) offices may be held by one and the same person(s). The members of said Board of Directors shall be elected at the annual meeting of the stockholders of said corporation, and the officers shall be elected by the Board of Directors at a meeting to be held immediately after adjournment of that of the annual stockholders' meeting.

Upon the first meeting of the stockholders herein provided for and until their successors shall be duly elected and qualified, the business of the corporation shall be transacted by the following named officers, together with the afternamed Board of Directors.

NAME AND ADDRESS

Thomas C. Bersch
1211 Lafayette Street
Cape Coral, Florida 33904

OFFICE(S)

Vice President, Secretary,
Treasurer

ARTICLE VIII

The names and post office addresses of the first Board of Directors, who, subject to the provisions of these articles, for the first year of the corporations' existence or until their successors are duly elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas C. Bersch	1211 Lafayette Street Cape Coral, Florida 33904
Jean A. Bersch	1211 Lafayette Street Cape Coral, Florida 33904

ARTICLE IX

The annual meeting of the stockholders of the corporation shall be fixed by the By-Laws and the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

The name and place of residence of each incorporator of this corporation and the amount of shares of stock subscribed for are as follows:

<u>NAME & ADDRESS</u>	<u>NO. OF SHARES</u>
The Set Up, Inc. 1211 Lafayette Street Cape Coral, Florida 33904	10

ARTICLE XI

The members of the Board of Directors, or an Executive Committee shall be deemed present at a meeting of such Board or Committee if a conference telephone, or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

ARTICLE XII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

IN WITNESS WHEREOF, the undersigned subscriber(s) has/have executed these Articles of Incorporation, this 18 day of February, 1997.

THE SET UP, INC.
A Florida Corporation

By: Jean A. Bersch, Pres. (Seal)
Jean A. Bersch, President
FL Lic B620-473-47-905-0

STATE OF FLORIDA
COUNTY OF LEE

ON THIS DAY, personally appeared before me, the undersigned JEAN A. BERSCH, President of The Set Up, Inc., a Florida corporation, duly authorized to administer oaths, to me known to be the person described in and who executed the above and foregoing proposed charter, and she acknowledged that she executed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Cape Coral, Florida, County of Lee, this 18 day of February, 1997.

Anna J. Pool
NOTARY PUBLIC

My Commission Expires:



FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That MOTION GRAPHICS OF SOUTH FLORIDA, INC., desiring to organize under the laws of the State of Florida with its

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Street, City of Cape Coral, County of Lee, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

THE SET UP, INC.
A Florida Corporation

By: Jean A. Bersch Pres.
Jean A. Bersch, President
(Resident Agent)