

P9800092464

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LAZARUS CORPORATE FILING SERVICE, INC.

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LOCAL REPRESENTATIVE TALLAHASSEE

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-10/30/98--01033--006

****122.50 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. AIR-GROUND PICTURE SYSTEMS INC.

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)

Walk in Pick up time 2:00

Certified Copy

Mail out Will wait Photocopy

Certificate of Status

98 OCT 30 PM 1:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

10/30

ARTICLES OF INCORPORATION

OF

AIR-GROUND PICTURE SYSTEMS INC.

98OCT 30 PM 1:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

The undersigned subscribers to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligations conferred and imposes by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be:

AIR-GROUND PICTURE SYSTEMS INC.

ARTICLE II - TERMS OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE AND POWERS

This corporation is organized for the purpose of engaging in the publishing and/or writing industry as permitted to a corporation organized under the Florida General Corporation Act, as in effect from time to time.

The Corporation shall have all the powers set forth in the Florida General Corporation Act, as in effect from time to time and including, but not limited to, the following powers:

- A) To conduct and operate a business engaged, in any lawful manner, among other things, in the purchasing, leasing or otherwise to acquire all kinds of automobiles, truck, equipment, parts and accessories, and to sale, import, export, convey, repair, exchange, lease and otherwise to dispose of such automobiles, equipment and merchandise, without limitation.

- B) To construct, erect, repair and remodel buildings and structures of all types for itself and others and to manufacture, purchase or otherwise acquire; and to own mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in deal in and with goods, wares, merchandise, personal property and services of every class, kind and description.
- C) To act as broker, agent or factor for any person, firm or corporation.
- D) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interests therein, and to own, hold, manage, develop, improve, equip, maintain and operate and to sell, convey, exchange, lease or otherwise alienate and dispose of, and to mortgage, pledge or otherwise encumber any and all such property and any and all legal equitable rights thereunder and interest herein.
- E) To borrow or raise money for any of the purposes of the corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and nonnegotiable instruments and evidences of indebtedness; and to secure payments thereof and any interest therein by mortgage, pledge, creation of a security interest, conveyance or other assignment in trust, in whole or in part, of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.
- F) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock or any bonds, security, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government; and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the rights to vote such stock.
- G) To enter into make, perform and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the corporation or business of a similar nature with any person, firm, corporation, association or syndicate or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency there or foreign government so far as or to the extent that the same may be done or performed pursuant to law.
- H) To enter into or become partner in any agreement for sharing profits, union of interest, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this corporation has the direct or incidental authority to pursue.
- I) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent, contractor, broker, or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and any part or parts of the world, at which meetings of directors may be held and all or any part of the corporation's business may be

conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions of the United States of America and in any foreign countries.

J) To do everthing necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by the laws of the State of Florida and of the United States of America.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, each having no par value. The consideration to be paid for each share shall be fixed by the Board of Directors and any all shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and not liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payments thereon. The capital stock may be paid for in property, labor or services at just valuation to be fixed by the incorporators or the directors. The stock shall be issued from time to time as may be determined by the Board of Directors.

All of the issued stock of all classes shall be subject to the following restriction on transfer :

- A) Each shareholder shall offer to the remaining shareholder or to this corporation a thirty (30) days "first refusal " option to purchase his stock should he elect to sell his shares of capital stock of this corporation.
- B) The shareholders of the corporation shall have preemptive rights to acquire unissued or treasury shares of capital stock of this corporation, in proportion to their interest in the outstanding capital of the corporation.
- C) Upon dissolution or liquidation of the corporation, the holders of stock shall be entitled to distribution as their holdings may appear upon the stock record of the corporation .

ARTICLE V - INITIAL CAPITAL

The amount of the capital with which this corporation may begin business shall not be less than One Hundred Dollars (\$100.00).

ARTICLE VI - DIRECTOR

This corporation shall have one director initially. The number of the directors may be increased or diminished from time to time by the By-Laws of the Corporation.

The name and mailing address of the initial Director who shall hold office until his successor or successors are elected and have qualified are as follows:

Benoit Mathur
2, rue des Marinier
37240 Chouze sur Loire
FRANCE

ARTICLE VII - OFFICERS

The names, addresses and offices of the Officers who will serve until the first election or appointment under these Articles of Incorporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>OFFICE</u>
Benoit Mathur	2, rue des Mariniers 37240 Chouze sur Loire FRANCE	PRES., V-PRES., SEC. & TREAS.

ARTICLE VIII - REGISTERED AGENT AND REGISTERED OFFICE

The corporation's resident agent for service in the State of Florida shall be:

Albert P. Vega

The address of the Registered Office of this Corporation and Principal Offices shall be:

2121 Ponce de Leon Blvd.
Suite 721
Coral Gables, FL 33134

ARTICLE IX - AMENDMENTS

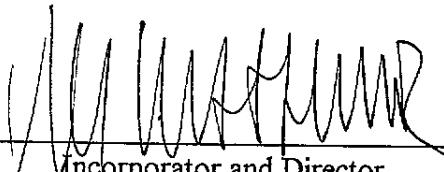
This Corporation reserves the rights to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation, any amendment hereto, in the manner now or hereafter prescribed by the State of Florida, and any rights and powers conferred upon the director and shareholders herein are granted subject to this reservation.

ARTICLE X - INCORPORATOR

The name and mailing address of the incorporator(s) are as follows:

Benoit Mathur
2, rue des Mariniers
37240 Chouze sur Loire
FRANCE

IN WITNESS WHEREOF, the above-named Incorporator(s), Director(s) and Registered Agent has hereunto subscribed his name, this 23 day of OCT., 1998.



Incorporator and Director



Registered Agent

(State of Florida)

: ss

(County of Dade)

Before me the undersigned authority personally appeared Benoit Mathur who is (are) to me well known to be person(s) described in and who subscribed the foregoing articles of incorporation, and he (they) did freely and voluntarily acknowledge before me according to law that he (they) made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 23, day of OCTOBER, 1998.



M BORREGO
My Commission CC491100
Expires Aug. 23, 1999

Notary Public, State of
Florida at Large

M Borrego

My commission expires:

FILED
98 OCT 30 PM 1:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA