

06/09/95 00:19:48 PM
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32309
FAX: (904) 922-4000
FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 641-3684
FAX: (305) 641-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: COLOR GRAPHICS DESIGN, INC.
FAX AUDIT NUMBER: H95000000521
DATE REQUESTED: 06/09/1995
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION OF
COLOR GRAPHICS DESIGN, INC.**

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

ARTICLE ONE

The name of the corporation is Color Graphics Design, Inc.

ARTICLE TWO

Corporate existence is perpetual.

ARTICLE THREE

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

ARTICLE FOUR

The corporation shall have the authority to issue 7,500 shares, all in one class, \$0.01 par value.

ARTICLE FIVE

The address of its initial registered office in 9100 South Dadeland Boulevard, Suite 1001, Miami, Florida 33156, and the name of its initial registered agent is Louis David Huss, Esquire. The principal office and mailing office of the corporation shall be 2521 N.W. 74 Avenue, Miami, Florida 33122.

ARTICLE SIX

The number of directors constituting the initial Board of Directors is two whose name and address are:

Ed Fornall 2521 N.W. 74 Avenue
Miami, Florida 33122

Jose Diaz 2521 N.W. 74 Avenue
Miami, Florida 33122

ARTICLE SEVEN

The name and address of the incorporator is Louis David Huss, Esq. 9100 South Dadeland Rd. #1001, Miami, Fl. 33156.

ARTICLE EIGHT

Preemptive Rights shall be as follows: Subject to the restrictions of the Florida General Corporation Act, the holders of the common stock of this corporation shall have preemptive

Louis David Huss, P.A.
Louis David Huss, Esq.-PB372188
9100 S. Dadeland Blvd. #1001
Miami, FL 33156 (305) 670.8700

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rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of the corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (and issued) shares of common stock held by the holder to all shares of common stock currently authorized (and issued).

Dated this 9 day of June, 1995.

LOUIS DAVID RUSS

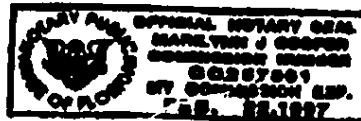
STATE OF FLORIDA }
COUNTY OF DADE } ss:

BEFORE ME, the undersigned authority, personally appeared Louis David Russ, who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed to the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida, this 9th day of June, 1995.

Hamilton J. Cooper
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE 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: COLOR GRAPHICS DESIGN, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, Florida, Dade County, State of Florida, has named LOUIS DAVID HUSS, ESQUIRE, located 9100 South Dadeland Boulevard, Suite 1001, Miami, Florida, as its agent to accept service of process within the State.

ACKNOWLEDGMENT: 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 provisions of said Act relative to keeping open said office.



LOUIS DAVID HUSS
Registered Agent

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TALLAHASSEE, FLORIDA

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Louis David Huss, P.A.
Louis David Huss, Esq.-FB372188

Louis David Huss, P.A.
Attorneys at Law

Louis David Huss

Of Counsel
Mark A. Marder
Craig A. Dearr

ONE DATRAN CENTER • SUITE 1001
9100 SOUTH DADELAND BOULEVARD
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October 5, 1995

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

500001804745
-10210/95--01040--018
*****35.00 *****35.00

Re: Color Graphics Design, Inc.
Our File # 7196.05

Gentlemen:

Enclosed please find original and one copy of the Amendment to the Articles of Incorporation along with our check in the amount of \$35.00 regarding the above mentioned. I am also enclosing a stamped self-addressed envelope for your convenience in returning a true stamped copy to us.

Thank you for your attention and cooperation.

Very truly yours,

Maria Betancourt
Maria Betancourt
Secretary to Louis David Huss

/mb

encls.

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DIVISION OF CORPORATIONS
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OK
Per
Karen & Susan

Amend
TLL OCT 12 1995

**AMENDMENT TO THE ARTICLES OF INCORPORATION OF
COLOR GRAPHICS DESIGN, INC.**

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DIVISION OF CORPORATIONS
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Consistent with the mandates of Section 607.1006, Fla. Stat. (1993) and any and all other applicable statutes, the articles are hereby amended as follows:

- 1) The name of the corporation is and remains **COLOR DESIGN GRAPHICS, INC.** It was formed June 12, 1995 under corporation document number P95000044942.
- 2) That the shareholders have directed the undersigned as incorporator to amend the Articles of Incorporation, Article Six to now read as follows:

The number of directors constituting the Board of Directors are four, whose name, addresses and offices are:

President/Director: Madeline Viera
1401 SW 82 Ct.
Miami, Fl.
Vice President/Dir: Joe Diaz
9140 SW 140 Street
Miami, Fl.
Secretary/Director: Ed Fornall
8623 SW 113 Ct.
Miami, Fl.
Treasurer/Director: Richard Viera
1401 SW 82 Ct.
Miami, Fl.

- 3) This amendment does not provide for an exchange, reclassification or cancellation of issued shares.
- 4) That the above amendment was approved by the unanimous consent of the shareholders on October 4, 1995, who instructed the incorporator to sign this amendment under oath.
- 5) There are no other modifications to the Articles of

Incorporation except as enumerated in this amendment.

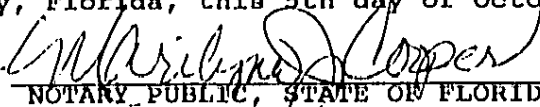
DATED this 5th day of October, 1995.


LOUIS DAVID HUSS

STATE OF FLORIDA }
COUNTY OF DADE } ss:

BEFORE ME, the undersigned authority, personally appeared Louis David Huss, who is to me well known to be the person described in and who subscribed to the above Amendment to Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed to the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida, this 5th day of October, 1995.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

