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TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-06/20/95--01067--014
*****70.00 *****70.00

SUBJECT: MAD Graphics, Inc. DBA Mad Graphics of N.C., Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Neil Lewis
(Name of Person)

Lewis Accounting
(Firm/Company)

1006 Westside Dr.
(Address)

Greensboro, N.C. 27405
(City, State and Zip Code)

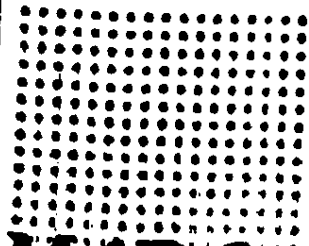
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

Neil Lewis at (910) 294-1118
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**MAD Graphics**

MULTIMEDIA • ANIMATION • DESIGN

3105 Edison Circle
Raleigh NC 27605Vox (919) 782-0255
Fax (919) 782-6199

This resolution states that MAD Graphics, Inc. duly adopts the use of the name MAD Graphics of North Carolina, Inc. for use of doing business in the state of Florida.

Stephanie Luck
MAD Graphics, Inc.
President

Marvin J. Luck
MAD Graphics, Inc.
Secretary

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TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Mad Graphics, Inc. DBA Mad Graphics of N.C., Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. North Carolina 3. 56-1907916
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. Feb 03, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 1, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))

7. 3105 Essex Circle
Raleigh, N.C. 27608
(Current mailing address)

8. Multimedia Specialist
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Stephen Luck

Office Address: MAD Graphics, Suite 200 505 NW 65th St.
FT Lauderdale, Florida, 33309
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Stephen Luck
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Stephanie Luck

Address: 3105 Essex Circle

Raleigh, N.C. 27608

Vice Chairman: Morvin Luck

Address: 3105 Essex Circle

Raleigh, N.C. 27608

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Stephanie Luck

Address: 3105 Essex Circle

Raleigh, N.C. 27608

Vice President: _____

Address: _____

Secretary: Morvin Luck

Address: 3105 Essex Circle

Raleigh, N.C. 27608

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Stephanie Luck Morvin Luck
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Stephanie Luck President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE STATE
FLORIDA

STATE OF NORTH CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE

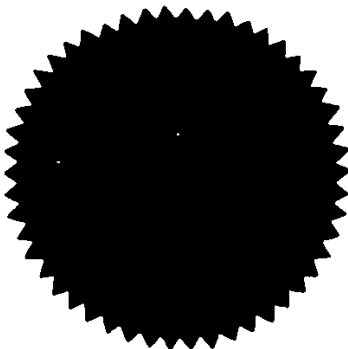
I, **RUFUS L. EDMISTEN**, Secretary of State of the State of North Carolina, do hereby certify that

MAD GRAPHICS, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 3rd day of February, 1995, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 1st day of June, 1995.



Rufus L. Edmisten

Secretary of State