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To: Division of Corporations
 Fax Number : (850) 922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
 Account Number : 071001002335
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FLORIDA PROFIT CORPORATION OR P.A.

UPTOWN GRAPHICS, CORP.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

UPTOWN GRAPHICS, CORP.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is UPTOWN GRAPHICS, CORP. hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the corporation is 12460 SW 187th Terrace, Miami, FL 33177.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 12460 SW 187th Terrace, Miami, FL 33177; and the registered agent at that office is RICARDO RODRIGUEZ.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

RICARDO RODRIGUEZ
12460 SW 187th Terrace
Miami, FL 33177

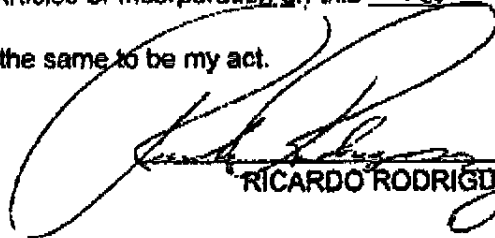
JOHN ALVARADO
11950 SW 185th Terrace
Miami, FL 33177

ARTICLE IX: INCORPORATOR

The incorporators of the Corporation are as follows:

RICARDO RODRIGUEZ
12460 SW 187TH Terrace
Miami, FL 33177.

IN WITNESS WHEREOF, I, RICARDO RODRIGUEZ, the undersigned incorporator, have signed these Articles of Incorporation on this 15 day of February, 2000, and acknowledged the same to be my act.


RICARDO RODRIGUEZ

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 15th day of February, 2000 by RICARDO RODRIGUEZ, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBLIC

SIGN: 

PRINT: Jeannette G. Andrews Thompson
STATE OF FLORIDA AT LARGE



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

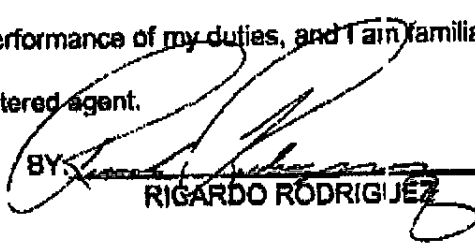
Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That UPTOWN GRAPHICS, CORP., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of MIAMI, County of MIAMI-DADE, State of Florida, has named RICARDO RODRIGUEZ, at 12460 SW 187th TERRACE, in the City of MIAMI, County of MIAMI-DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY: 
RICARDO RODRIGUEZ

DATE: 2-15-00

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00 FEB 16 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA