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GREEN, KAHN, PIOTRKOWSKI
A PROFESSIONAL ASSOCIATION

317 SEVENTY-FIRST STREET
MIAMI BEACH, FLORIDA 33141

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PLEASE REPLY TO: P.O. BOX 4297
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AREA CODE 305
MIAMI 865-4311
TELEFAX 866-7506

March 8, 2000

Via Federal Express

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

200003168662--7
-03/14/00--01057--003
*****78.75 *****78.75

Re: Articles of Incorporation
Fine Line Digital, Inc.

Gentlemen:


Enclosed herewith please find original Articles of Incorporation for the above, together with our check in the amount of \$78.75 representing the following:

Filing Fee	\$35.00
Resident Agent Fee	35.00
Certified Copy of Articles of Incorporation	8.75
Total	\$78.75

After filing, please forward to this office a certified copy of the Articles of Incorporation marked "filed" on the stamped-address envelope provided for your convenience.

Your prompt attention to this matter is appreciated.

Very truly yours,


Bruce H. Hornstein, Esq.
BHH/amp

Enclosures

Stein&Adams/FineLine/SecStateArticlesLtr

FILED
00 MAR 14 AM 7:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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00 MAR 14 AM 7:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FINE LINE DIGITAL, INC.

The undersigned, of legal age, hereby form this corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of this corporation shall be FINE LINE DIGITAL, INC.

ARTICLE II.

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transaction and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, including, but not limited to:

1. Any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III.

CAPITAL STOCK

The corporation is authorized to have Five Hundred (500) Shares of stock outstanding with a par value of One and No/100 (\$1.00) Dollar each.

All of said stock shall be payable in cash, property (real or personal), labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV.

CORPORATE EXISTENCE

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE V.

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be 10210 N.W. 47th Street, Sunrise, FL 33351 with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VI.

REGISTERED AGENT

The name and street address of the Registered Agent of this corporation is Adam Stein, 10210 N.W. 47th Street, Sunrise, FL 33351.

ARTICLE VII.

NUMBER OF DIRECTORS

The number of directors of this corporation shall be not less than one (1) or more than the number specified in the by-laws of the corporation.

ARTICLE VIII.

DIRECTORS

The names and street addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation and By-Laws of the corporation, shall hold office for the first year of the existence of the corporation, shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified are:

Name

Address

Adam Stein

10210 N.W. 47th Street
Sunrise, FL 33351

Marty Sachs

10210 N.W. 47th Street
Sunrise, FL 33351

ARTICLE IX.

INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

Name

Address

Adam Stein

10210 N.W. 47th Street
Sunrise, FL 33351

ARTICLE X.

OTHER PROVISIONS

The Directors of this corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 6th day of March, 2000.



ADAM STEIN

STATE OF FLORIDA)

:SS.

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 10th day of March, 2000, by Adam Stein, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal, this 10th day of March, 2000.

Shirley L. Nissley



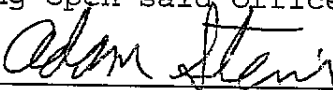
Shirley L. Nissley
MY COMMISSION # CC814790 EXPIRES
March 7, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

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

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

First, that Fine Line Digital, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of Sunrise, County of Broward, State of Florida has named Adam Stein, as its agent to accept service of process within this State.

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



Adam Stein, Resident Agent.

FILED
00 MAR 14 AM 7:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA