

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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-02/01/01--01038--020
*****78.75 *****78.75

OFFICE USE ONLY

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

1. TECHNICOLOR DESIGNS, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in
- Pick up time 2:00
- Mail out
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

RECEIVED
01 FEB -1 AM 10:49
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

FILED
01 FEB -1 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

**CERTIFICATE OF INCORPORATION
OF**

TechniColor Designs, Inc,

The undersigned subscribers to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of State of Florida.

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01 FEB - 1 PM 1:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLE ONE
NAME**

The name of this business Corporation shall be:

TechniColor Designs, Inc.

**ARTICLE TWO
NATURE OF BUSINESS**

This Corporation may engage in any activity or business permitted under laws of the United States of America and the laws of State of Florida.

**ARTICLE THREE
TERM OF EXISTENCE**

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

The date on which corporate existence shall begin is:

UPON ACCEPTANCE BY THE SECRETARY OF STATE.

**ARTICLE FOUR
CAPITAL STOCK**

This Corporation is authorized to issue of stock as follow:

A.- Designation: The Stock of this Corporation shall be known as common stock.

B.- Authorized: The maximum number of shares of common stock that this Corporation may issue is:-----

-----One Hundred (100) Shares.

C.- Par Value: Each Share of common Stock shall have the par value of:-----

-----Ten Dollars (\$10.00) per value per Share.

D.- Consideration: Share of common stock may be issued in exchange for Cash, Real Property, Labor or Services rendered or any combination of the foregoing in the absence of fraud in the transaction, the judgement of the Board of the Directors as the value of any such consideration shall be conclusive.

E.- Non-Assessability: Each share of common stock shall be issued in exchange for consideration which is at least equal to the par value thereof and shall be fully paid and Non-Assesable.

F.- Voting Rights: Each Share of common stock shall entitle the record holder thereof to one vote upon each proposal presented at meeting of the stockholders of the Corporation.

G.- Cumulative: No holder of common stock shall be entitle to any right of cumulative voting.

H.- Dividends: Record holders of common stocks are entitle to receive their pro-rata share of any dividends that may be declared by Board of Directors out of assets legally available for such purpose

L- Liquidation: Holders of common stocks are entitle in the event of the liquidation or dissolution of this Corporation to receive their pro-rata share of any assets of this Corporation remaining after payment of shall corporate debts and obligations.

ARTICLE FIVE MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin shall not less than One Thousand Dollars (\$1,000.00), or such greater amount as may be required by law.

ARTICLE SIX ADDRESS

This initial post office address of principal office of this Corporation in the State of Florida is:

10212 S.W. 20 Terrace
Miami, Florida, 33165

ARTICLE SEVEN NUMBER OF DIRECTORS

This Corporation shall at all times have at least one (1) initially, the number of Director may be increased or diminished from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

**ARTICLE EIGHT
FIRST BOARD OF DIRECTORS**

The names and Post Office addresses of the members of the First Board of Directors are:

PRESIDENT: Carlos R. Cruz.- 10212 S.W. 20 Terr. Miami, Fl. 33165.

SECRETARY: Carlos R. Cruz.- 10212 S.W. 20 Terr. Miami, Fl. 33165

TREASURER: Carlos R. Cruz.- 10212 S.W. 20 Terr. Miami, Fl. 33165

**ARTICLE NINE
SUSCRIBER'S ADDRESSES**

The Post Office addresses of the suscribers of these Articles of Corporation, the number of Shares of Stock each agrees to take and value of the consideration thereof are:

Carlos R. Cruz.- 10212 S.W. 20 Terr. Miami, Fl. 33165.

One Hundred (100) Shares at Ten Dollars (\$10.00) per value per Share.

**ARTICLE TEN
AMENDMENT**

This Certificate of Incorporation may be amended in any manner consistent with the Laws of the State of Florida.

**ARTICLE ELEVEN
RESIDENT AGENT**

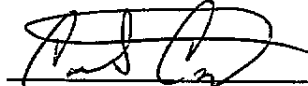
The Resident Agent of this Corporation is:

**Carlos R. Cruz
10212 S.W. 20 Terr.
Miami, Florida, 33165.**

The Corporation may change it's Resident Agent and principal office at any time.

IN WITNESS WHEREOF, the undersigned subscribers do make, subscribe, acknowledge and file this Certificate for the purpose of forming a Corporation for profit under the Laws of the State of Florida.

Date: Jan. 30, 2001



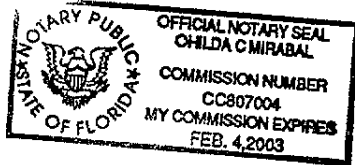
Subscriber and Resident Agent.
Carlos R. Cruz.

**STATE OF FLORIDA)
COUNTY OF DADE)**

BEFORE ME, the undersigned authority personally appeared: _____
CARLOS R. CRUZ.

to me well known to be the individual described in and who executed the foregoing Certificate of Incorporation and who acknowledged before me that the same executed for purposes therein expressed.

IN WITNESS WHEREOF, I hereunto affixed my hand and official seal at Miami, County of Dade, State of Florida, on January 30th, 2001.





Ohilda C. Mirabal.
Notary Public.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the under-
signed corporation, organized under the laws of the State of Florida, submits
the following statement in designating the registered office/registered agent,
in the State of Florida.

1.- The name of the Corporation is:

TechniColor Designs, Inc.

2.- The name and address of the Registered Agent and Office is:

Carlos R. Cruz

(NAME)

10212 S.W. 20 Terrace

(P.O. BOX NOT ACCEPTABLE)

Miami, Florida, 33165

(CITY/STATE/ZIP)

SIGNATURE _____


CARLOS R. CRUZ.

TITLE: President.

DATE: January 30th, 2001.

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 REGISTER AGENT.

SIGNATURE _____


Carlos R. Cruz

DATE: January 30th, 2001.

SECRETARY OF STATE
TALLAHASSEE FLORIDA
01 FEB - 1 PM 1:04
FILED