

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO1000045541

Word and Image Factory, Inc.

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*****78.75 *****78.75

Signature _____

Requested by: _____

Name _____

Date 5/7/01

Time 10:25

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY - 7 AM 10:49
NOT RECORDED
TO ACCREDITED
SUFFICIENCY OF FILING

FILED
01 MAY - 7 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN MAY - 7 2001

ARTICLES OF INCORPORATION
OF
WORD AND IMAGE FACTORY, INC.

FILED
01 MAY -7 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I: NAME

The name of the corporation is **WORD AND IMAGE FACTORY, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is **1531 N.W. 79th Way, Pembroke Pines, FL 33024.**

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is **Deborah S. Franklin, 1531 NW 79 Way, Pembroke Pines, FL 33024.**

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

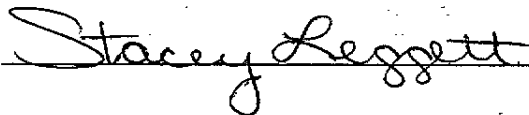
The name and address of each member of the initial Board of Directors of the corporation is **Deborah Sweet Franklin, 1531 Northwest 79th Way, Pembroke Pines, FL 33024, Betsy Upham, 6 Northwest 1st Avenue, Dania Beach, FL 33004, Phillip David Sweet, 8900 Southwest 172nd Street, Miami, FL 33157, Patricia Ann Sweet, 6 Irving Road, North Weymouth, MA 02191, Charles Martin Sweet, 8602 Pebblebrook Drive, Frisco, TX 75034.**

ARTICLE VII: SPECIAL PROVISION

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

The undersigned has executed these Articles of Incorporation this 7th day of May 2001.

"Capital Connection, Inc. by Stacey Leggett, Client Representataive"

_____

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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: WORD AND IMAGE FACTORY, INC.

2. The name and street address of the registered agent and office is: DEBORAH S. FRANKLIN
1531 NW 79 WAY
PEMBROKE PINES FL 33024

HAVE 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.


DEBORAH S. FRANKLIN

FILED
01 MAY -7 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA