

CAPITAL CONNECTION, INC.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Emerson Graphics, Inc.

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

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

- Art of Inc. File _____
- LTD Partnership File _____
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- Certificate of Good Standing _____
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- Certificate of Fictitious Name _____
- Corp Record Search _____
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Signature _____

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Name _____

Date 12/6/01

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ARTICLES OF INCORPORATION

of

Emerson Graphics, Inc.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Emerson Graphics, Inc.

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ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

Table with 2 rows: STREET ADDRESS (6330 Via Tierra), CITY (Boca Raton), FLORIDA, ZIP (33433)

Mailing address, if different

Table with 2 rows: STREET ADDRESS (6330 Via Tierra), CITY (Boca Raton), FLORIDA, ZIP (33433)

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

Table with 3 rows: NAME (Douglas Popejoy), ADDRESS (6330 Via Tierra), CITY (Boca Raton), FLORIDA, ZIP (33433)

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Douglas E. Popejoy		
ADDRESS	6330 Via Tierra		
CITY	Boca Raton	STATE	FL ZIP 33433
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Douglas E. Popejoy		
ADDRESS	6330 Via Tierra		
CITY	Boca Raton	STATE	FL ZIP 33433
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 4th day of ~~November~~ December, ~~19~~ 2001.

DP

Douglas E. Popejoy (Signature)

_____ (Signature)

_____ (Signature)

**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: Emerson Graphics, Inc.

2. The name and street address of the registered agent and office is: Douglas Popejoy
6330 Via Tierra
Boca Raton, FL 33433

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.

Douglas Popejoy

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