

Division of Corporations

Page 1 of 1

PO20000000334

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000000097 4))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From: GAIL S. ANDRE

Account Name : LOWNDES, BROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407) 843-4600
Fax Number : (407) 843-4444

PLEASE ARRANGE FILING OF THE ATTACHED ARTICLES OF INCORPORATION WITH AN EFFECTIVE DATE OF TODAY, JANUARY 2, 2002, AND RETURN A CERTIFICATION TO THE UNDERSIGNED AS SOON AS POSSIBLE. IF YOU HAVE ANY QUESTIONS, PLEASE FEEL FREE TO CONTACT ME..
THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

FLORIDA PROFIT CORPORATION OR P.A.

PRINTSTAR CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

FILED
02 JAN -2 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

H0200000097 4

ARTICLES OF INCORPORATION
OF
PRINTSTAR CORPORATION

ARTICLE I
NAME

The name of the corporation is PrintStar Corporation (hereinafter referred to as the "Corporation").

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office and the mailing address of the Corporation is 2625 Edgewater Drive, Orlando, Florida 32804.

ARTICLE III
CAPITAL STOCK

The Corporation is authorized to issue an aggregate total of ONE HUNDRED TWENTY MILLION (120,000,000) shares of capital stock, One Hundred Million (100,000,000) of which will be common stock having a par value of \$0.0001 per share ("Common Stock"), and Twenty Million (20,000,000) of which will be preferred stock having a par value of \$0.0001 per share ("Preferred Stock").

Unless otherwise provided hereinafter or in any articles of amendment providing for the determination of a class of series of stock, shares of capital stock of the Corporation that have been issued and which are subsequently acquired by the Corporation will constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation, and upon cancellation, the canceled shares will constitute authorized and unissued shares of the same class and shall be undesignated as to series.

For purposes of determining funds lawfully available for any dividends or other distribution upon shares of stock, amounts needed to satisfy the rights of shareholders upon dissolution who have preferential rights superior to those of shareholders of the stock receiving such dividend or distribution will not be deducted from the Corporation's total assets. The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations and restrictions thereof in respect of each class of capital stock of the Corporation.

A. Common Stock

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock of any series as may be designated by the Board of Directors upon any issuance of Preferred Stock of any series.

FILED
02 JAN -2 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H0200000097 4

2. Voting. The holders of the Common Stock are entitled to one vote for each share held at all meetings of shareholders. There shall be no cumulative voting.
3. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend rights of any then outstanding Preferred Stock.
4. Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its shareholders, subject to any preferential rights of any then outstanding Preferred Stock.

B. Preferred Stock

Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided.

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including, but not limited to, dividend rights, special voting rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the corporate law of Florida. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series will be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law. Except as otherwise specifically provided in a resolution establishing a series of Preferred Stock, no vote of the holders of the Preferred Stock or Common Stock will be a prerequisite to the issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of these Articles of Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office in the State of Florida is 2625 Edgewater Drive, Orlando, Florida 32804, and the name of its initial registered agent of at such office is James V. Sadrianna.

H0200000097 4

ARTICLE V
BOARD OF DIRECTORS

The Corporation's board of directors shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The initial director of the Corporation is Frank P. Amodeo, and his address is 1311 Hoffner Avenue, Orlando, Florida 32809.

ARTICLE VI
SPECIAL MEETINGS OF THE SHAREHOLDERS

A special meeting of the Corporation's shareholders will be held only (i) on the call of the Corporation's board of directors, or (ii) if the holders of not less than fifty percent (50%) of all of the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's secretary one or more written demands for such meeting describing the purpose or purpose for which it is to be held.

ARTICLE VII
INCORPORATOR

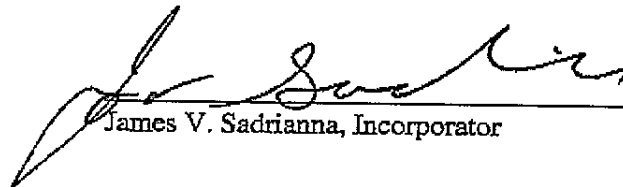
The name and address of the person signing these Articles are as follows:

James V. Sadrianna 2625 Edgewater Drive
Orlando, Florida 32804

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify its officers, directors, employees and agents, and advance expenses to such persons, to the fullest extent permitted by Section 607.0850, Florida Statutes, as the same may be amended or replaced.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of December, 2001.


James V. Sadrianna, Incorporator

H02000000097 4

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of PRINTSTAR CORPORATION.


James V. Sadrianna, Registered Agent

FILED
02 JAN -2 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA