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DARREN J. ROUSSO, P.A.
ATTORNEY AT LAW

Alhambra West
95 Merrick Way, Suite # 440
Coral Gables, Florida 33134

Telephone: (305) 446-0100
Facsimile: (305) 445-7750
E-Mail: Roussolaw@aol.com

FILED
02 JUL 31 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 29, 2002

Department of State
Division Of Corporations
PO Box 6327
Tallahassee, Florida 32314

200006810542--6
-07/31/02--01025--005
*****78.75 *****78.75

Re: Articles of Incorporation, Custom Backgrounds, Inc.

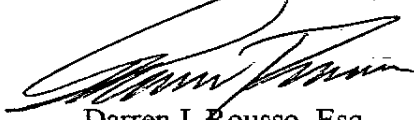
Dear Sir/Madam:

Please find enclosed the Articles Of Incorporation of the above referenced corporation, together with a check for filing in the amount of \$78.75.

Once said articles are filed kindly return a copy in the stamped self addressed envelope enclosed for your convenience.

Should you have any questions or concerns, please do not hesitate to contact the undersigned at your convenience.

Sincerely,
DARREN J. ROUSSO, P.A.



Darren J. Rouso, Esq.
For the firm

DB 8/1

**ARTICLES OF INCORPORATION
OF
CUSTOM BACKGROUNDS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe and acknowledge these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

1. The name of the corporation shall be **CUSTOM BACKGROUNDS, INC.** and its existence shall be perpetual.

2. The general nature of the business is to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida and to have all other powers provided by the laws of the State of Florida.

3. The capital stock of the Corporation shall consist of one hundred (100.00) shares of \$1.00 par value.

4. The principal office of the Corporation shall be 180 NE 39TH Street, Suite 110, Miami, Florida 33137.

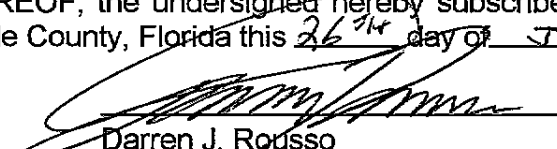
5. The amount of capital with which the Corporation shall begin business is ONE HUNDRED (\$100.00) Dollars.

6. The number of the directors shall be at least one (1) and the name and post office address of the first Board of Directors and Officers are:

<u>NAME</u>	<u>OFFICE</u>	<u>POST OFFICE ADDRESS</u>
Victor Ratner	Director/President/Treasurer/Secretary	180 NE 39 TH Street, #110 Miami, FL 33137
Luis Mesa	Director/Vice President	180 NE 39 TH Street, # 110 Miami, Florida 33137

7. The Corporation designates Darren J. Rousso, Esquire, Alhambra West, 95 Merrick Way Suite 440, Coral Gables, Florida 33134 as its Registered Resident Agent, to accept service of process within this state.

IN WITNESS WHEREOF, the undersigned hereby subscribes to these Articles of Incorporation at Miami, Dade County, Florida this 26TH day of JULY, 2002.


Darren J. Rousso
(Incorporator)

PREPARED BY:
Darren J. Rousso, Esq.
Alhambra West
95 Merrick Way, Suite 440
Coral Gables, FL 33134
Florida Bar No. 350230

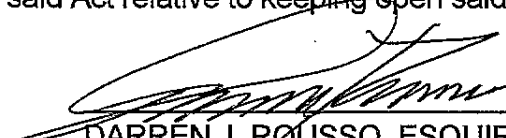
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON PROCESS MAY BE SERVED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

First, that **CUSTOM BACKGROUNDS, INC.** desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation has named Darren J. Rousso, Esquire, Alhambra West, 95 Merrick Way Suite 440, Coral Gables, Florida 33134, as Registered Resident Agent to accept Service of Process within this State.

Having been named to accept Service of Process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

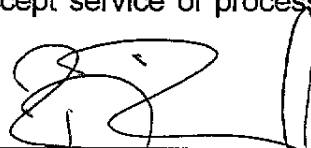


DARREN J. ROUSSO, ESQUIRE
(Registered Resident Agent)

STATE OF FLORIDA)

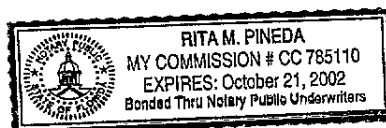
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this 26th day of July, 2002, personally appeared, DARREN J. ROUSSO sole subscriber, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who acknowledged before me that she subscribed thereto and did so for the purpose and uses therein mentioned and said DARREN J. ROUSSO, consented to his appointment as Registered Resident Agent of the corporation to accept service of process within this State and did take an oath.



NOTARY PUBLIC, State of Florida

My Commission Expires:



PREPARED BY:

Darren J. Rousso, Esq.
Alhambra West
95 Merrick Way, Suite 440
Coral Gables, FL 33134
Florida Bar No. 350230