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MacLean and Ema

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

February 15, 1995

Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

Re: Kall Graphics, Inc.

Gentlemen:

We enclose herewith the following items, in order to have the above-referenced corporation filed in the Florida corporate records.

1. Our firm's check in the amount of \$70.00 made payable to the Secretary of State, to cover the filing fee, registered agent notice and return of a certified copy upon filed;
2. Original Articles of Incorporation and attached acceptance of Registered Agent, for filing with the State; and
3. Photocopy of above Articles and Acceptance to be stamped as filed and return to our office.

If you should have any questions, or require anything further, please do not hesitate to contact our office.

Very truly yours,

MacLEAN and EMA


CHRISTOPHER J. EMA, Esquire

CJE/lkj

enc/as noted

SMC
*Please Return
by Federal
Express*

**ARTICLES OF INCORPORATION
OF
KALL GRAPHICS, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

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**ARTICLE I
NAME**

The name of the corporation shall be KALL GRAPHICS, INC. The address of the principal office of this corporation shall be 351 S. Cypress Road, Suite 313, Pompano Beach, Florida 33060.

**ARTICLE II
COMMENCEMENT-DURATION**

Corporation existence shall commence upon the filing of these Articles of Incorporation. The duration of KALL GRAPHICS, INC. shall be perpetual.

**ARTICLE III
PURPOSE**

The general purposes for which KALL GRAPHICS, INC. is organized are:

A. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of KALL GRAPHICS, INC., be advantageously carried on in connection with, or ancillary to, the foregoing business.

B. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which KALL GRAPHICS, INC. is authorized to issue is 7,500. Such shares shall be common stock of a single class and have a par value of one dollar (\$1.00) per share.

**ARTICLE V
PRINCIPAL AND REGISTERED OFFICE AND AGENT**

The street address of the initial principal and registered office of KALL GRAPHICS, INC. is 351 S. Cypress Road, Suite 313, Pompano Beach, Florida 33060 and the name of its initial Registered Agent at such address is Barbara Kall.

**ARTICLE VI
OFFICERS AND DIRECTORS**

The number of Directors of KALL GRAPHICS, INC. shall not be less than one (1), and the number of Directors constituting the initial Board of Directors of KALL GRAPHICS, INC. is one (1). The names and addresses of the people who are to serve as the initial Board of Directors and as the initial Officers of KALL GRAPHICS, INC. are as follows:

Barbara Kall
3. 1 S. Cypress Road, Ste. 313
Pompano Beach, Florida 33060

Director/President
Secretary/Treasurer

**ARTICLE VII
INCORPORATOR**

The Incorporator of KALL GRAPHICS, INC. is Barbara Kall, whose address is 351 S. Cypress Road, Suite 313, Pompano Beach, Florida 33060.

**ARTICLE VIII
CHANGE OF CORPORATE FORM**

The affirmative vote of a majority of the issued and outstanding shares of KALL GRAPHICS, INC., shall be required to amend these Articles of Incorporation, or to approve the merger or consolidation of KALL GRAPHICS, INC. with any other corporation, or to sell, lease, encumber or convey all or substantially all of the assets of KALL GRAPHICS, INC., or to voluntarily dissolve, liquidate or wind up its affairs.

**ARTICLES IX
SHAREHOLDERS AGREEMENTS**

Notwithstanding the provisions of these Articles of Incorporation, the shareholders of KALL GRAPHICS, INC. and the Corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of KALL GRAPHICS, INC. The provisions of said agreement may include, but shall not be limited to, the following:

A. The voting of shares in KALL GRAPHICS, INC., and the procedure by which shares in the Corporation are to be voted, including the naming of the persons to be elected Directors and/or Officers of the Corporation.

B. The limitation of the business affairs of KALL GRAPHICS, INC. or its purposes and powers to specified activities or enterprises.

C. The management of the business affairs of KALL GRAPHICS, INC. and the division of the profits of the Corporation.

D. Restrictions on the transfer of shares of stock in KALL GRAPHICS, INC.

E. The right and power of KALL GRAPHICS, INC. or the shareholders of the Corporation to purchase the stock of any shareholder upon the proposed sale or other transfer of said stock, the retirement, death, disability, or insolvency of a shareholder, or any other agreed upon event.

F. Modification of the provisions of Article VIII or the establishment of procedures by which changes in corporate form shall be effected.

Said Agreement(s) shall be in writing and shall be executed by the shareholders to be bound thereby. KALL GRAPHICS, INC. is hereby empowered to become a party to any such Agreement and shall be bound by the provisions thereof if a party. Said Agreement(s), if executed by all of the shareholders and the Corporation, shall control any conflicting provisions of Statute, these Articles of Incorporation, the Bylaws of the Corporation, and any prior agreement among the parties thereto.

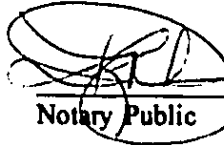
EXECUTED by the undersigned Incorporator on this 15 day of Feb., 1995.

Barbara Kall
BARBARA KALL

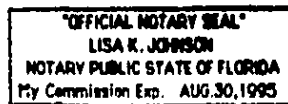
STATE OF FLORIDA)
)
COUNTY OF)

BEFORE ME, the undersigned authority, personally appeared BARBARA KALL, to me well known and known to me to be the Incorporator of KALL GRAPHICS, INC., and he acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 15th day
of Feb., 1995.


Notary Public CC 125023

My Commission Expires:



I, BARBARA KALL, having been appointed Registered Agent of KALL GRAPHICS, INC., do hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties this 15th day of Feb., 1995.

Barbara Kall
BARBARA KALL

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