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networks

PROLINE CARDS
LEGAL & FINANCIAL SERVICES

79500027412

ACCOUNT NO. : 072100000032

REFERENCE : 572759 4656B

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : April 5, 1995

ORDER TIME : 2:22 PM

ORDER NO. : 572759

000001448450

CUSTOMER NO: 4656B

CUSTOMER: Kristy Hair, Legal Assistant
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
15th Floor
515 East Las Olas Boulevard
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: PROLINE CARDS, INC.

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXXXX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN APR - 6 1995

FILED
95 APR - 5 PM 12:38
TALLAHASSEE, FL 32301
SECRETARY OF STATE

Teresa,
I will send you
the original tomorrow
But we need today's
file date
Thanks
Karen

**ARTICLES OF INCORPORATION
OF
PROLINE CARDS, INC.**

(a Florida corporation)

FILED
95 APR -5 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is **PROLINE CARDS, INC.** (hereinafter called the "Corporation").

ARTICLE II - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE III - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is 10222 Tarragon Drive, Riverview, Florida 33569.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of two (2) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The names of the initial directors of the Corporation are as follows:

Wendy Sachs Kiefer
John H. Kiefer, II

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32302. The name of the initial registered agent of the Corporation at that address is Corporation Information Services, Inc.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the Corporation is C. Deryl Couch, 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

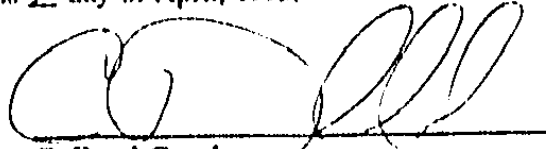
ARTICLE IX - BY-LAWS

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation of PROLINE CARDS, INC. this 5th day of April, 1995.

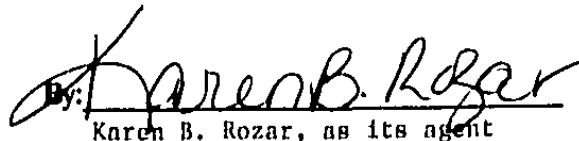


C. Deryl Couch
Incorporator

**CONSENT OF REGISTERED AGENT
OF
PROLINE CARDS, INC.**

The undersigned, Corporation Information Services, Inc., whose business address is 1201 Hays Street, Tallahassee, Florida 32302, hereby accepts appointment as the initial registered agent of **PROLINE CARDS, INC.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

**CORPORATION INFORMATION
SERVICES, INC., Registered Agent**



By: Karen B. Rozar
Karen B. Rozar, as its agent