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Check Number

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95 JUN 19

DIVISION OF CORPORATION

VALIDATION ONLY

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1995 JUN 21 PM 12:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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****122.50 ****122.50

6-16-95 RALEON

#111

The office Alternative

Requestor's Name

3191 Coral Way

Address

Miami FL 33145

City

State

ZIP

Phone

446-1145

CORPORATION(S) NAME

RALEON GRAPHICS ADVERTISING INC.



EMPIRE Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
		<input type="checkbox"/> Mail Out

Name
Availability
Document
Examiner
Updater
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W.P. Verifier

CERTIFIED
COPY 42412

F. CHESSER JUN 21 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

June 19, 1995

EMPIRE

TALLAHASSEE, FL 32301

SUBJECT: RALEON GRAPHICS AND ADVERTISING, INC.
Ref. Number: W95000012412

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for RALEON GRAPHICS AND ADVERTISING, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 295A00029918

ARTICLES OF INCORPORATION
OF
RALEON GRAPHICS AND ADVERTISING, INC.

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1995 JUN 21 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I- NAME

The name of this corporation is RALEON GRAPHICS AND ADVERTISING, INC.

The principal office mailing address is 1172 SOUTH DIXIE HWY. SUITE 305
CORAL GABLES, FL 33146

ARTICLE II-DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III- PURPOSE

This corporation is organized for the purpose of transacting any all lawful business.

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of one dollar (\$ 1.00) par value stock which shall be designated "COMMON SHARES".

ARTICLE V- PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1172 SOUTH DIXIE HWY. SUITE 305 CORAL GABLES, FL 33146, and the name of the initial registered agent of this corporation at that address is HECTOR LEON

ARTICLE VII- INITIALS BOARD OF DIRECTORS

This corporation shall have ONE director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is (are):

HECTOR LEON

2327 SW 22 TERRACE

MIAMI, FL 33145

ARTICLE VIII- INCORPORATOR

The name and address of the person signing these articles is:

HECTOR LEON
2327 SW TERRACE
MIAMI, FL 33145

ARTICLE IX- BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X- CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth (1/10) of all of the shares entitled to vote at the meeting.

ARTICLE XI-SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall constitute the act of the shareholders.

ARTICLE XII- APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required law.

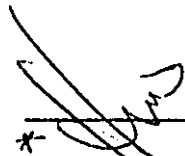
ARTICLE XIII-INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV-AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 16 day of June, 1995.


* _____
HECTOR-LEON

STATE OF FLORIDA)
 SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 16 day of June, 1995 by, Hector Leon who is personally known to me or who has produced Fla Drivers license as identification and who did take an oath and who acknowledged to me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me he executed those articles of incorporation.

Fla Drivers license
L500-321-71-100-0



NOTARY PUBLIC/STATE OF FLORIDA

MY COMMISSION EXPIRES:

Jane E. Hendricks

PRINT NAME

OFFICIAL NOTARY SEAL
JANE E HENDRICKS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC27551
MY COMMISSION EXP. OCT. 3, 1996

I, the undersigned, having been named as initial registered agent of the corporation in the foregoing articles of incorporation hereby accept said office and will serve in said capacity.


* HECTOR LEON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA