

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 AUG 25 PM 1:13

W95-17185

Ad 8/25/95

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY AAK _____

WALK-IN 8:25 1200
 Will Pick Up

RE: Net-Graphics, Inc.

| | C.C. FEE. | DISBURSED |
|---|-----------|-----------|
| <input checked="" type="checkbox"/> Original Express™ | | |
| <input checked="" type="checkbox"/> Art. of Inc. File | | |
| Corp. Record Search | | |
| Ltd. Partnership File | | |
| Foreign Corp. File | | |
| <input checked="" type="checkbox"/> () Cert. Copy(s) | | |
| Art. of Amend. File | | |
| Dissolution/Withdrawal | | |
| C U S- | | |
| Fictitious Name File | | |
| Name Reservation | | |
| Annual Report/Polmatatamert | ***12.50 | ***12.50 |
| Reg. Agent Service | | |
| Document Filing | | |
| Corporate Kit | | |
| Vehicle Search | | |
| Driving Record | | |
| Document Retrieval | | |
| UCC 1 or 3 File | | |
| UCC 11 Search | | |
| UCC 11 Retrieval | | |
| File No.'s, _____ Copies | | |
| Courier Service | | |
| Shipping/Handling | | |
| Phone () | | |
| Top Priority | | |
| Express Mail Prop. | | |
| FAX () pgs. | | |
| SUBTOTALS | | |

| | |
|--------------------------------|----|
| FEE..... | \$ |
| DISBURSED..... | \$ |
| SURCHARGE..... | \$ |
| TAX on corporate supplies..... | \$ |
| SUBTOTAL..... | \$ |
| PREPAID..... | \$ |
| BALANCE DUE..... | \$ |

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

RECEIVED
95 AUG 25 PM 12:32
DIVISION OF CORPORATIONS

August 25, 1995

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: NET-GRAPHICS, INC.
Ref. Number: W95000017185

We have received your document for NET-GRAPHICS, 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 contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 195A00039765

Corrected.

ARTICLES OF INCORPORATION
OF
NET-GRAPHICS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 25 PM 1:13

We, the undersigned, do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be NET-GRAPHICS, INC.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III

The amount of capital stock that this Corporation may issue shall be ONE HUNDRED (100) SHARES no par value.

ARTICLE IV

The amount of capital with which this Corporation shall commence business shall be FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V

This Corporation shall have perpetual existence.

ARTICLE VI

The street address of the initial registered office of the corporation is 5825 Sunset Drive, Suite 202, South Miami, Florida 33143, and, the name of the initial registered agent at such address is LEWIS H. FOGLE, JR.

ARTICLE VII

The number of Directors which shall comprise the Board of Directors shall not be less than two (2) nor more than five (5).

ARTICLE VIII

The names and addresses of the members of the first Board of Directors who shall hold office for the first year of this Corporation's existence, or until their successors have been elected or appointed and have qualified in accordance with the By-Laws of the Corporation are as follows:

| | | |
|-------------------|-----------|---|
| Margaret S. Fogle | President | 923 Ridge Brook Trail Duluth, GA 30136 |
| Dan A. Leckington | Secretary | 5903 Amity Springs Drive Charlotte, NC 28212 |

ARTICLE IX

The names and addresses of the subscribers of these Articles of Incorporation, and his interest in said corporation in accordance with the number of shares which each subscriber agrees to take are as follows:

| | | |
|-------------------|-----------|---|
| Margaret S. Fogle | 51 shares | 923 Ridge Brook Trail Duluth, GA 30136 |
| Dan A. Leckington | 49 shares | 5903 Amity Springs Drive Charlotte, NC 28212 |

IN WITNESS WHEREOF, the undersigned have subscribed their names to the above Articles of Incorporation, this 22 day of August, 1995.


Margaret S. Fogle


Dan A. Leckington

STATE OF GEORGIA)
)
COUNTY OF GWINNETT)

I HEREBY CERTIFY that on this day before me an officer duly authorized in the State and County aforesaid, to take acknowledgements personally appeared MARGARET S. FOGLE, to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 22nd day of August, 1995.

My Commission Expires:

Notary Public, Gwinnett County, Georgia
My Commission Expires March 13, 1998

Farrel E. Lindberg
Notary Public, State of Georgia

STATE OF NORTH CAROLINA)
)
COUNTY OF Mecklenburg)

I HEREBY CERTIFY that on this day before me an officer duly authorized in the State and County aforesaid, to take acknowledgements personally appeared DAN A. LECKINGTON, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 23 day of August, 1995.

My Commission Expires February 10, 1998

My Commission Expires:

Amanda N. Britt
Notary Public, State of North Carolina

NWL
9951828

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE DESIGNATING REGISTERED AGENT OR
REGISTERED OFFICE FOR SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA

05 AUG 25 PM 1:13

In compliance with Chapter 607.037, Florida Statutes, the following is submitted:

First, that NET-GRAPHICS, INC., with its principal place of business at 5825 Sunset Drive, Suite 202, South Miami, Florida 33143, has named LEWIS H. FOGLE, JR., located at 5825 Sunset Drive, Suite 202, South Miami, Florida 33143.

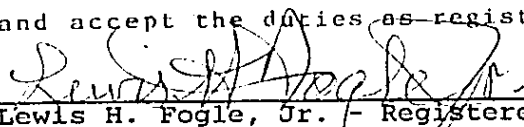
The street address of the registered office and the street address of the business office of the registered agent are identical.

The Board of Directors authorized the above.


Margaret S. Fogle - President

Date: August 22, 1995

I hereby am familiar with and accept the duties as registered agent.


Lewis H. Fogle, Jr. - Registered Agent

Date: August 24, 1995