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LAW OFFICES OF  
PEARSON & MAYER, P.A.

STEPHEN D. PEARSON, ESQ.  
ROBERT M. MAYER, ESQ.

TEL: (305) 859-9455  
FAX: (305) 859-9520

2474 S.W. 27TH TERRACE  
MIAMI, FLORIDA 33133

January 16, 1995

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

01/22/96--01091--020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation for Gaia Graphix, Inc.

Dear Madam/Sir:

Enclosed are the articles of incorporation and the acceptance of registered agent for Gaiz Graphix, Inc. (the "Corporation"). Also enclosed are the fees for registration of the Corporation, including:

Articles of Incorporation	\$35.00
Designation and acceptance by registered agent	<u>35.00</u>
TOTAL	<u>\$70.00</u>

Please file as appropriate.

Thank you.

Sincerely,



Stephen D. Pearson

Encl.

34-2.004

96 JAN 22 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

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ARTICLES OF INCORPORATION  
OF

Gaia Graphix, Inc.

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96 JAN 22 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of Gaia Graphix, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. Name

The name of the corporation is:

Gaia Graphix, Inc.

ARTICLE II. Mailing Address

The mailing address of the corporation is:

1501 Hallandale Beach Boulevard  
Hallandale, Florida 33009

ARTICLE III. Commencement of Existence

The existence of the corporation will commence on the filing of these Articles of Incorporation.

ARTICLE IV. Purpose

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. Authorized Shares

The maximum number of share that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 1501 Hallandale Beach Boulevard, Hallandale, Florida 33009, and the name of the corporation's initial registered agent at that address is Kevin Chan.

ARTICLE VI. Initial Board of Directors

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to

time, as provided by the bylaws, but shall never be less than one. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Kevin Chan	1501 Hallandale Beach Boulevard Hallandale, Florida 33009

**ARTICLE VIII. Incorporator**

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Stephen D. Pearson	2474 S.W. 27 Terrace Miami, FL 33133

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

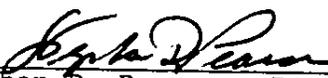
**ARTICLE IX. Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

**ARTICLE X. Amendments**

The corporation reserves the right to amend, alter, change, or repeal any provision in the Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 16 day of January, 1995.

  
\_\_\_\_\_  
Stephen D. Pearson, Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Gaia Graphix, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1501 Hallandale Beach Boulevard, Hallandale, Florida 33009, has named Kevin Chan as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for Gaia Graphix, Inc. at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, and state that I am familiar with, and accept, the obligations of that position.

  
Kevin Chan, Registered Agent

34-2.001

FILED  
96 JAN 22 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA