

P96000011548

(SAMPLE LETTER OF TRANSMITTAL)

Date January 30, 1996

FILED
96 FEB - 1 3 30

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

Re OVERNIGHT DISPLAYS CORPORATION
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$70.00.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Hipolito Charles
(individual's name)
HIPOLITO CHARLES

OVERNIGHT DISPLAY CORPORATION
(name of corporation)

MAILING ADDRESS OF CORPORATION		
3344 N.W. 18th. St.		
Miami, Fl. 33056		
PHONE (305) 541-2555		
(Area Code	_____ Number	_____ Ext.

2-6-96
JH

ARTICLES OF INCORPORATION

of

OVERNIGHT DISPLAYS CORPORATION

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

OVERNIGHT DISPLAYS CORPORATION

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (100) of FIVE Dollar(s) (\$ 5.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	OVERNIGHT DISPLAYS CORPORATION		
ADDRESS	3344 N.W. 18th. St.		
CITY	Miami	FLORIDA	ZIP 33056

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	HIPOLITO CHARLES		
ADDRESS	3344 N.W. 18th. St.		
CITY	Miami	FLORIDA	ZIP 33056

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	HIPOLITO CHARLES		
ADDRESS	3344 N.W. 18th. St.		
CITY	Miami	STATE Florida	ZIP 33056
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME <u>HIPOLITO CHARLES</u>			
ADDRESS <u>3344 N.W. 18th St.</u>			
CITY <u>Miami</u>	STATE <u>Florida</u>	ZIP <u>33056</u>	
NAME			
ADDRESS			
CITY	STATE	ZIP	
NAME			
ADDRESS			
CITY	STATE	ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 29th day of January, 1996.

Hipolito Charles (Seal)

____ (Seal)

____ (Seal)

STATE OF FLORIDA)
COUNTY OF DADE) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

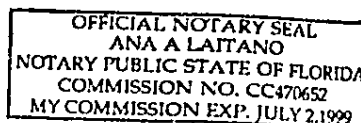
HIPOLITO CHARLES

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that have executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 29th day of January, 1996.

(Notary Seal)

Ana A. Laitano
(Notary Public, State of Florida at Large)
ANA A. LAITANO
My Commission expires:



IMPORTANT:

The Canary yellow first sheet in this set of forms is your WORK SHEET.
Detach this part and use for preparation prior to filling in the 2 part carbon interleaved set.

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

OVERNIGHT DISPLAYS CORPORATION
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 3344 N.W. 18th. St.

Miami, Fl. 33056

has named HIPOLITO CHARLES

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Hipolito Charles

(registered agent)

HIPOLITO CHARLES