

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0178
904-222-0191 FAX

800-142-8086



Patricia Pizots
11/19/96

ACCOUNT NO. : 072100000032

REFERENCE : 035775 026210

AUTHORIZATION :

COST LIMIT : \$ ~~122~~ 50

ORDER DATE : February 7, 1996

700001709287

ORDER TIME : 10:13 AM

ORDER NO. : 035775

CUSTOMER NO: 026210

CUSTOMER: David A. Schwartz, Esq
PAULA L. SCHWARTZ, ESQ

Suite 204
8181 West Broward Boulevard
Plantation, FL 33324

DOMESTIC FILING

NAME: PIXELS DIGITAL REPRODUCTIONS,
INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GWEN BUTLER

EXAMINER'S INITIALS:

T. BROWN FEB - 7 1996

RECEIVED
96 FEB - 7 PM 12:14
DIVISION OF CORPORATION

FILED
96 FEB - 7 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PIXELS DIGITAL REPRODUCTIONS, INC.

FILED
96 FEB -7 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge
and file these Articles of Incorporation for the purpose of
becoming a corporation under the laws of the State of Florida.

ARTICLE I

IDENTIFICATION

The name of this corporation is **PIXELS DIGITAL
REPRODUCTIONS, INC.**, having a principal place of business at 546
N.W. 105th Drive, Coral Springs, Florida 33071.

ARTICLE II

DURATION

This corporation shall have perpetual existence which
shall commence at the date of the filing of these Articles with the
Secretary of State.

ARTICLE III

AUTHORIZED SHARES

The capital stock of this corporation shall consist of
500 Shares of Common Stock of One Dollar (\$1.00) par value each,
all or part of said stock to be issued from time to time as may be
determined by the Board of Directors. There shall be no preemptive
right granted to the stockholders with respect to the shares of the
corporation. On dissolution or liquidation of the corporation,
holders of the stock shall be entitled to distribution ratably as
their holdings may appear upon the stock record of the corporation.

ARTICLE IV

REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and his address is as follows: David A. Schwartz, Esquire, 8181 West Broward Boulevard, Suite 204, Plantation, Florida 33324.

ARTICLE V

INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows: James Thomas Noonan, Jr., 546 N.W. 105th Drive, Coral Springs, Florida 33071.

ARTICLE VI

ADDITIONAL PROVISIONS


The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.
2. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.
3. This corporation shall indemnify any officer or Director, and any former officer or Director, to the full extent

provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

4. The power to adopt, alter, and repeal By-laws shall be in the Board of Directors of the corporation or in the stockholders; By-laws adopted by the Board of Directors may be altered or repealed by the stockholder and vice versa, except that the stockholders may proscribe in any By-law made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation at Fort Lauderdale, Florida, for the uses and purposes aforesaid this 6th day of February, 1996.

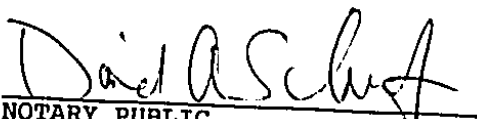


JAMES THOMAS NOONAN, JR.
Incorporator

STATE OF FLORIDA)
) :SS.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 6th day of February, 1996, by JAMES THOMAS NOONAN, JR., who is personally known to me or produced FLA. DRIVERS LICENSE as identification and who did not take an oath.

DAVID A. SCHWARTZ
Notary Public, State of Florida
My Commission Expires June 25, 1998
No. 129291
Bonded With \$10,000 Surety Service



NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

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

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

PIXELS DIGITAL PRODUCTIONS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Coral Springs, State of Florida, has named DAVID A. SCHWARTZ, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and I agree to comply with the provision of said Act relative to keeping open said office and I accept the obligations of Section 607.0505 of the Florida Statutes.

By David A. Schwartz
DAVID A. SCHWARTZ

C:\WP51\CORP\PIXELS.AOI

FILED
96 FEB - 7 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA