

P96000015223

GENESIS CREATIVE COMMUNICATIONS, INC.

P.O. Box 820297, South Florida, FL 33082-0297

Pombrake Pines January 31st., 1996

Messrs,
Florida Department of state
New Filings Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600001704956
-02/02/96--01033--020
****122.50 ****122.50

Dear Sirs:

Yesterday we sent for new filing, the Articles of Incorporation of our new Company. Very unfortunately, we forgot to include our payment, therefore if that document is lost, please file the attached copy.

Enclosed, please find a check for \$ 122.50, for the following fees:

Filing Fees	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	\$ 52.50
Total Fee Due	\$ 122.50

Many Thanks,

William Rodriguez Hirsch
William Rodriguez Hirsch
Applicant

Dmc
2-6-96

W96-2749

FILED
96 FEB 19 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 6, 1996

WILLIAM R. HIRSCH
17925 NW 21 STREET
PEMBROKE PINES, FL 33029

SUBJECT: GENESIS CREATIVE COMMUNICATIONS, INC.
Ref. Number: W96000002749

We have received your document for GENESIS CREATIVE COMMUNICATIONS, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 896A00005140

2/13/96 :

Mrs. McDuffie :

According to our conversation, please find the original enclosed for filing.

Thank you-

William R. Hirsch

ARTICLES OF INCORPORATION
OF
GENESIS CREATIVE COMMUNICATIONS, INC.

FILED

96 FEB 19 AM 11:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation of GENESIS CREATIVE COMMUNICATIONS, INC., a natural person competent to contract, hereby forms a corporation for profit, under the laws of the State of Florida.

ARTICLE 1 - NAME

The name of this Corporation is GENESIS CREATIVE COMMUNICATIONS, INC.

ARTICLE 2 - DURATION

This Corporation, shall have an existence of ten (10) years.

ARTICLE 3 - PURPOSE

The purposes for which this Corporation is organized are as follows:

- (a) To engage in the transaction of any and all business permitted under the laws of the State of Florida and the United States of America;
- (b) To engage in the business of short-run digital printing, and its support activities, from pre-press to final product printing; or any other means of creative art or media.
- (c) To engage in the business of multimedia creation and preparation;
- (d) To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all things incidental to them or connect with them that are not forbidden by law or by these Articles of Incorporation.

ARTICLE 4 - POWERS

The Corporation, subject to any specific written limitations or restrictions imposed by the Corporation Laws of the State of Florida or by these Articles of Incorporation, shall have and exercise the following powers:

- (a) To have and to exercise all powers specified under the Florida General Corporation Act;
- (b) To purchase, transfer, sell, convey, acquire, own, operate, exchange, lease, improve, develop, mortgage, manage and otherwise deal in interests in real and personal property of any nature or kind;
- (c) To carry out all or part of the purposes stated herein as principal, agent or otherwise, either alone or in association with any other persons, firms, associations, or corporations, or, to such extent as a corporation organized under the laws of the State of Florida may or hereafter lawfully do, as a member of, or as the owner or holder of any stock of, or shares or securities or interests in, any general or limited partnership, association, corporation, trust, syndicate, or other firm or entity; and to a like extent in connection therewith, to make, enter into, and perform contracts or deeds with any person, firm, association or corporation or any government or subdivisions, agency or instrumentality thereof.

(d) To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any domestic or foreign corporation, association, partnership, individual or other entity;

(e) Each of the foregoing clauses of this section shall be construed as independent powers, and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or interference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the Corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of a like nature;

(f) The Corporation may conduct business and otherwise carry on its purposes and exercise its powers in any state, territory, district or possession of the United States of America, or in any foreign country, to the extent that these purposes and powers are not forbidden by law of the state, territory, district or possession of the United States of America, or by the foreign country; and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district or possession of the United States of America or foreign country;

(g) The Board of Directors, subject to any specific written limitation or restriction imposed by the Corporation Laws of the State of Florida or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation with previous authorization or subsequent approval of the shareholders of the Corporation.

ARTICLE 5 - CAPITAL STOCK

(a) The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one thousand (1,500) shares of common stock, each having the par value of one dollar (\$1.00);

(b) Such shares of stock may be designated either voting or non-voting shares before issuance by action of the Board of Directors; provided, however, that unless such designation is specifically made by the Board of Directors, said stock shall be deemed voting;

(c) Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting;

(d) The holders of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property or shares of capital stock.

ARTICLE 6 - REGULATION OF INTERNAL AFFAIRS

(a) The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or to adapt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the Corporation not inconsistent with the Corporation Laws of the State of Florida or of these Articles of Incorporation.

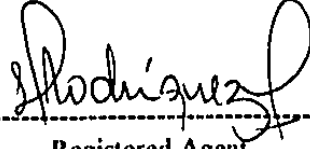
(b) Any contract or other transaction between the Corporation and any firm, organization or corporation of which one or more of the Directors are members, employees, shareholders, directors, or officers, or in which they have an interest, shall be valid for all purposes, notwithstanding the presence of the interested Director or Directors at the Boards of Directors meeting in which the contract or transaction is acted upon or considered, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and if the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction and permit the interested Directors to be counted in determining whether a quorum is present and to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE 7 - REGISTERED OFFICE AND AGENT

(a) The address of the initial registered office of the Corporation is 17925 NW. 21 Street, Pembroke Pines, Florida 33029

(b) Pursuant to Section 48.091 of the Florida Statutes, GENESIS CREATIVE COMMUNICATIONS, INC., has named WILLIAM RODRIGUEZ HIRSCH, as its registered agent, to be at the address of the registered office of this Corporation, to accept service of process for this Corporation and to otherwise comply with all provisions of said Act and all laws pertaining thereto.

(c) Having been named to accept service of process and to serve as registered agent for this Corporation, at the place designated above, I hereby accept such appointment to act in such capacity and agree to comply with all laws pertaining thereto.



Registered Agent

ARTICLE 8 - FUNDAMENTAL CHANGES

The affirmative vote or written consent of the holders of sixty percent (60%) of the issued outstanding shares of capital stock shall be necessary for the following corporate actions:

- (a) Merger or consolidation of the Corporation
- (b) Reduction or increase of the stated capital of the Corporation.
- (c) Sale of a major portion of the property or assets of the Corporation.
- (d) Dissolution or liquidation of the Corporation.

ARTICLE 9 - DIRECTORS

This Corporation shall have three directors initially:

WILLIAM RODRIGUEZ HIRSCH

17925 NW, 21 Street
Pembroke Pines, FLA. 33029

LUISA DIAZ RODRIGUEZ

17925 NW, 21 Street
Pembroke Pines, FLA. 33029

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until such person's successors are elected or appointed and have qualified, whichever occurs first. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one. The Directors need not to be residents of the State of Florida or shareholders of the Corporation.

ARTICLE 10 - OFFICERS

The initial officers of this Corporation shall be as follows:

President

WILLIAM RODRIGUEZ HIRSCH

17925 NW, 21 Street
Pembroke Pines, FLA. 33029

Vice President

LUISA DIAZ RODRIGUEZ

17925 NW, 21 Street
Pembroke Pines, FLA. 33029

The persons named as initial officers shall hold office for the first year of existence of this Corporation or until such person's successors are elected or appointed and have qualified, which ever occurs first.

ARTICLE 11 - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

WILLIAM RODRIGUEZ HIRSCH

**17927 NW. 21 Street
Pembroke Pines, FLA. 33029**

ARTICLE 12 - INITIAL SHAREHOLDERS

The initial share holders of the Corporation and their respective shareholdings shall be as follows:

**WILLIAM RODRIGUEZ HIRSCH
LUISA DIAZ RODRIGUEZ**

**shares issued
750
750**

ARTICLE 13 - AMENDMENT

This Corporation reserves the right to amend any provision of these Articles of Incorporation, in the manner provided by law. Any rights conferred upon shareholders shall be subject to this reservation.

ARTICLE 14 - INITIAL BUSINESS ADDRESSES:

The initial physical (street) address of the Corporation will be located at

**8901 Pembroke Road
Pembroke Pines, Florida 33025**

The initial mailing address of the Corporation will be:

**P.O. Box 820297
South Florida, Florida 33082-0297**

IN WITNESS WHEREOF, the undersigned has executed, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 30th day of January, 1996.

William Rodriguez
INCORPORATOR

STATE OF FLORIDA, COUNTY OF DADE

Before me personally appeared WILLIAM RODRIGUEZ HIRSCH, to me known and known by me to be the individual described in GENESIS CREATIVE COMMUNICATIONS, INC., who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposed therein expressed.

Witness my hand and official seal the State and County last aforesaid on this 30th day of January, 1996

Marta E. Sucena
NOTARY PUBLIC, STATE OF FLORIDA

