

P9600002/27/

HOLTZMAN, KRINZMAN, EQUELS & FURIA

ATTORNEYS AT LAW

2601 SOUTH BAYSHORE DRIVE

SUITE 600

MIAMI, FLORIDA 33130

TELEPHONE (305) 859-7700

TELEFAX (305) 859-9998

3/4/96

16 WEST PINE STREET

ORLANDO, FLORIDA 32801

TELEPHONE (407) 839-0098

TELEFAX (407) 839-2080

March 4, 1996

REPLY TO:

VIA FEDERAL EXPRESS

Miami

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

500001732815
-03/05/96--01090--011
****122.50 ****122.50

Re: Alphabet Ink Incorporated

Dear Sir or Madam:

Enclosed is an original and one copy of Articles of Incorporation of Alphabet Ink Incorporated, a Florida corporation. Also enclosed is a check in the amount of \$122.50 for payment of the filing and certified copy fee.

Please file the Articles as per the regular procedures and return the copy, certified, in the self-addressed stamped envelope provided herewith for your convenience.

Your cooperation in this matter is greatly appreciated.

Sincerely,

HOLTZMAN, KRINZMAN,
& FURIA, P.A.

Judy Wikel Baxter

Judy Wikel Baxter
Legal Assistant

/jwb
Enclosures

WPWIN-37229

FILED
56 MAR -5 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/6/96
TB

**ARTICLES OF INCORPORATION
OF
ALPHABET INK INCORPORATED**

RECEIVED
3-4-96

The undersigned, acting as incorporator of ALPHABET INK INCORPORATED, under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

ALPHABET INK INCORPORATED

ARTICLE II. ADDRESS

The mailing address of the corporation is:

1968 Lake Worth Road
Suite 108
Lake Worth, FL 33461

FILED
56 MAR -5 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on March 4, 1996.

ARTICLE IV. PURPOSE

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

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2601 S. Bayshore Drive, Suite 600, Miami, Florida 33133, and the name of the corporation's initial registered agent at that address is HKE&F Registered Agent Corp.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased 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:

Name

Address

Joan Joseph

1968 Lake Worth Road
Suite 108
Lake Worth, FL 33461

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Richard N. Krinzman

2601 S. Bayshore Drive
Suite 600
Miami, Florida 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. INDEMNIFICATION.

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

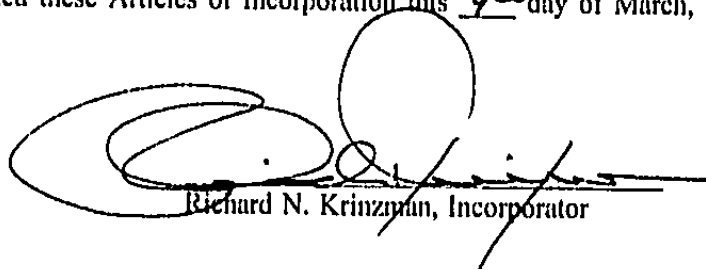
ARTICLE X. BYLAWS

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 XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these 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 4th day of March, 1996.



Richard N. Krinzman, Incorporator

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


FILED
MAR 5 AM 9:57
SECRETARY OF STATE
STATE OF FLORIDA

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

That ALPHABET INK INCORPORATED, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at Miami, State of Florida, has named HKE&F Registered Agent Corp., as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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



Richard N. Krinzman, Secretary
HKE&F Registered Agent Corp.

996000021271

HOLTZMAN, KRINZMAN, EQUELS & FURIA

ATTORNEYS AT LAW

2801 SOUTH BAYSHORE DRIVE

SUITE 600

MIAMI, FLORIDA 33133

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10 WEST PINE STREET
ORLANDO, FLORIDA 32801
TELEPHONE (407) 834-0000
TELEFAX (407) 834-2050

THE EBBESON BUILDING
818 WALKER, SUITE 800
HOUSTON, TEXAS 77002
TELEPHONE (713) 222-9944
TELEFAX (713) 236-0114

May 7, 1996

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Amendment Section
409 East Gaines Street
Tallahassee, Florida 32399

REPLY TO

MIAMI

Re: Alphabet Ink Incorporated
Our File No. 96-1088

100001813931
-05/08/96--01095--001
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Amendment to Articles of Incorporation of Alphabet Ink Incorporated, a Florida corporation, along with our check for \$35.00 for payment of the filing fee.

Please file the Articles of Amendment as per the regular procedures and kindly return a stamped copy to me in the self-addressed stamped envelope provided herewith for your convenience.

Your cooperation in this matter is greatly appreciated.

Very truly yours,

HOLTZMAN, KRINZMAN, EQUELS
& FURIA

Judy Wikel Baxter

Judy Wikel Baxter
Legal Assistant

C. Orapanned - 96 + dm

/jwb
Enc.

WPWIN-40645

FILED
MAY -8 PM 12:18
TALLAHASSEE, FLORIDA
GAVE
AUTHORIZATION BY PHO. TO
C. ORAPANNED - 5/12/96
DO NOT TAKE OUT INITIAL
DO NOT TAKE OUT INITIAL

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ALPHABET LINK INCORPORATED

FILED
96 MAY -8 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Alphabet Ink Incorporated (the "Corporation").
2. The Corporation's Articles of Incorporation are hereby amended as follows:
 - (a) Article VII of the Articles of Incorporation of the Corporation is amended to read as follows.

"ARTICLE VII - ~~INITIAL~~ BOARD OF DIRECTORS"

The name and address of the ~~initial~~ Board of Directors/Officers are:

| <u>Name</u> | <u>Address</u> |
|------------------------------------|---|
| Joan J. Joseph, President/Director | 1968 Lake Worth Road Suite 108 Lake Worth, FL 33461 |
| Muriel Macfarlane, Vice President | 1968 Lake Worth Road Suite 108 Lake Worth, FL 33461 |

3. These Articles of Amendment were adopted on the 15th day of March, 1996 by the Corporation's shareholders with a sufficient number of votes to approve the same in accordance with the Corporation's Articles of Incorporation and Bylaws and with Section 607.1003 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, Joan J. Joseph, President of the Corporation, has caused these Articles of Amendment to be executed on this 15th day of March, 1996.

WITNESS:

Sign: Mary P. Schaefer
Print: MARY P. SCHAEFER

By: Joan J. Joseph
Joan J. Joseph, President