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South Florida Electronic Services, Inc.  
734 N.W. 141st Street  
Miami, Florida  
(305) 681-0039

Department of State  
Division of Corporations  
Post Office Box 0327  
Tallahassee, Florida 32314

Re: New Corporation Filing

Gentlemen:

Enclosed are the Articles of Incorporation for:

F.D.G. GRAPHICS, INC.

Fees included are \$78.75

Filing Fees	\$35.00
Designation	35.00
Certificate of	
State	0.75

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-03/18/96--01114--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Please process. Thank you for your cooperation.

Sincerely yours,

*Beverly L. Abner*

Beverly L. Abner  
South Florida Business Services, Inc.

MAR 21 1996

BSB

FILED  
96 MAR 18 AM 11:40  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE

ARTICLES OF INCORPORATION  
OF  
F D G GRAPHICS, INC.

FILED  
96 MAR 18 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I  
NAME

The name of the corporation is:  
F D G GRAPHICS, INC.

ARTICLE II  
COMMENCEMENT AND DURATION

This corporation shall commence business on filing of these Articles. Its existence shall be perpetual.

ARTICLE III  
PURPOSE

This corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE IV  
CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One hundred shares. Such shares shall be of a single class of common stock and shall have a value of One Dollar (\$1.00) per share.

ARTICLE V

## **PREEMPTIVE RIGHTS**

Each Stockholder of the corporation shall have the right to purchase or subscribe for, at the par value thereof, a prorata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed, or by any Amendment thereof or out of shares of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or,

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent, any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

## **ARTICLE VI MANAGEMENT**

This corporation shall have no Board of Directors, and all of the corporate powers shall be exercised by, and the business affairs of the corporation shall be managed under the Officers of the Corporation.

## **ARTICLE VII SPECIAL STOCKHOLDERS MEETINGS- CALL**

Special meeting of the Stockholders may be called at any time for any purpose by an officer of the corporation or the holders of twenty (20%) percent of all outstanding shares.

## **ARTICLE VIII STOCKHOLDERS RIGHTS & RESERVATION OF POWER TO ADOPT, AMEND, AND REPEAL BY-LAWS**

The power to make, alter or amend and repeal the By-Laws of the corporation shall be reserved to the Stockholders of the corporation.

**ARTICLE IX**  
**STOCK TRANSFERS- CORPORATIONS RIGHT OF FIRST REFUSAL**

No Stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the Stockholder; shall be sent via Registered or Certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of ninety (90) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the Stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any Stockholder the corporation shall have the right to purchase all shares owned by such Stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the Executor, Administrator, or the Personal Representative of each Stockholder. Each share certificate issued by the corporation shall have printed or stamped thereon the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation."

**ARTICLE X**  
**REGISTERED AGENT\ REGISTERED OFFICE**

The street address of the initial principal office of the corporation is  
1590 NE 125th Terrace, Unit #4  
Miami, Florida 33161

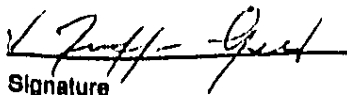
The name and mailing address of the Registered Agent is:

Franklyn Delano Grier  
1590 NE 125th Terrace Unit-#4  
Miami, Florida 33161

ARTICLE XI  
INCORPORATORS

The name and address of the incorporators :

Franklyn Delano Grier.  
1590 NE 125th Terrace Unit #4  
Miami, Florida 33161

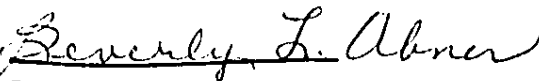
  
Signature

STATE OF FLORIDA  
COUNTY OF DADE

Before me, the undersigned authority, on this 15<sup>TH</sup> day of MARCH, 1996  
personally appeared Franklyn Delano Grier, to me known to be the persons described in and  
who signed the foregoing Articles of Incorporation and he acknowledged to me that he executed  
the same freely and voluntarily for the uses and purposes expressed therein.

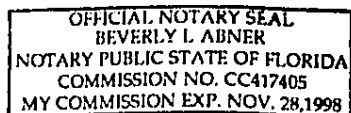
Witness my hand and official seal the day and year first above first written.

My commission expires: November 28, 1998



Beverly Abner

Notary Public, State of Florida



FILED

96 MAR 10 AM 11:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATEMENT OF REGISTERED AGENT

I, Franklyn Delano Grier, accept the office of Registered Agent. I am located at  
1590 Northeast 125th Terrace Unit #4  
Miami, Florida 33161.

My mailing address is: 1590 Ne 125th Terrace, Unit #4,  
Miami, Florida 33161

*Franklyn Delano Grier*  
(Signature)

STATE OF FLORIDA  
COUNTY OF DADE

Sworn to and subscribed before me

this 15 day of MAR, 1996

*Beverly L. Abner* My commission expires:  
Notary Public, State of Florida (seal)

OFFICIAL NOTARY SEAL  
BEVERLY L. ABNER  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC417403  
MY COMMISSION EXP. NOV. 28, 1998