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SUIITE 2626 ONE FINANCIAL PLAZA
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((H96000007758))
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ART & GRAPHX DESIGN, INC.
FAX AUDIT NUMBER: H96000007758
DATE REQUESTED: 06/03/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 4
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TALLAHASSEE, FLORIDA

6/14

Do you like this letter? Y/N

June 4, 1996

GOLDENBERG & GOLDENBERG
ONE FINANCIAL PLAZA STE 2426
FORT LAUDERDALE, FL 33394

SUBJECT: ART & GRAPHX DESIGN, INC.
REF: W96000011682

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The registered agent must sign accepting the designation.

Do you like this letter? Y/N

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) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: H96000007758
Letter Number: 996A00027728

**ARTICLES OF INCORPORATION
OF
ART & GRAPHX DESIGN, INC.**

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be ART & GRAPHX DESIGN, INC.

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One (\$1.00) Dollar par value.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist perpetually, effective June 3, 1996.

This Instrument Prepared By:
Stephen F. Goldenberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394
(305) 523-2626
F.B.N. 151293

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TALLAHASSEE, FLORIDA

ARTICLE V

ADDRESS

The initial street address of the registered office of this corporation in the State of Florida shall be c/o Worldwide Corporate Services, Inc., One Financial Plaza, Suite 2626, Fort Lauderdale, FL 33394.

The initial principal office address of the corporation shall be: Suite 206, 1110 Brickell Avenue, Miami, FL 33131.

ARTICLE VI

REGISTERED AGENT

The Registered Agent of this corporation shall be WORLDWIDE CORPORATE SERVICES, INC.

I do hereby accept the duties and responsibilities as registered agent.

Accepted: June 3, 1996.

WORLDWIDE CORPORATE SERVICES, INC.

By:


STEPHEN F. GOLDEMBERG, President

ARTICLE VII

DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the Shareholders until such time Directors are designated as provided by the By-Laws.

This Instrument Prepared By:
Stephen F. Goldemberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394
(305) 523-2626
F.B.N. 151293

ARTICLE VIII
INCORPORATOR

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

Name and Address
Stephen F. Goldenberg, President
WORLDWIDE CORPORATE SERVICES, INC.
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on June 3, 1996.

WORLDWIDE CORPORATE SERVICES, INC.

By: 

STEPHEN F. GOLDENBERG
Incorporator and Registered Agent

This Instrument Prepared By:
Stephen F. Goldenberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394
(305) 523-2626
F.B.N. 151293

STATE OF FLORIDA)
)
 COUNTY OF BROWARD)

SS:

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared STEPHEN F. GOLDENBERG, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on June 3, 1996.

Barbara S. Lee

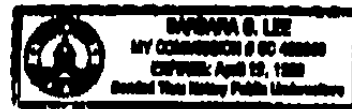
Signature of Notary Public

Barbara S. Lee

Typed/Printed Name of Notary Public

Notary Public, State of Florida

My Commission Expires:



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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

This Instrument Prepared By:
 Stephen F. Goldenberg, Esquire
 One Financial Plaza, Suite 2626
 Fort Lauderdale, FL 33304
 (305) 523-2626
 F.B.N. 151293