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OF COUNSEL

MARK H. HILDEBRANDT, P.A.

August 28, 1996

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

500001937985

-09/04/96--01066--001

*****70.00 *****70.00

Re: Desk Art, Inc.

To Whom It May Concern:

Enclosed please find original executed Articles of Incorporation, as well as a copy thereof, for the referenced company. Please file the enclosed Articles of Incorporation as soon as possible.

Also enclosed is a check in the amount of \$70.00, representing the requisite filing fee and registered agent designation fee. Kindly stamp and return the copy of the Articles of Incorporation to the undersigned.

Very truly yours,



Mark S. Feluren

MSF/rp
Enclosures

SEP 6 1996

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TALLAHASSEE, FLORIDA

SEP 3 1996 PM 1:27

FILED

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DESK ART, INC.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is Desk Art, Inc.

SECOND: The principal office of the Corporation shall be located at 741 N.W. 54th Street, Miami, Florida 33127. The mailing address of the Corporation is 741 N.W. 54th Street, Miami, Florida 33127.

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is 2,000, all of which are of a par value of \$0.01 each and are of the same class and are to be common shares.

FOURTH: The Corporation elects to have preemptive rights in accordance with Section 607.0630, Florida Statutes; provided further that such election shall also apply to shares issued within six months from the effective date of the Corporation, excepting only the initial 1,000 common shares issued.

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is five which may be increased or decreased by the bylaws.

The names and addresses of the persons who are to serve as the members of the initial Board of Directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas C. Wyss	741 N.W. 54th Street Miami, Florida 33127
David J. Hardiker	741 N.W. 54th Street Miami, Florida 33127

Brian T. Johnson

741 N.W. 54th Street
Miami, Florida 33127

Stephen J. Loar

741 N.W. 54th Street
Miami, Florida 33127

SIXTH: The address of the initial registered agent of the Corporation in the State of Florida is One Financial Plaza, Suite 1500, Fort Lauderdale, Florida 33394 and the name of the initial registered agent of the Corporation at such address is Waldman & Feluren, P.A.

SEVENTH: The name and address of the incorporator is:

NAMEADDRESS

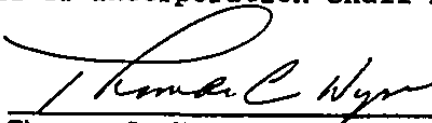
Thomas C. Wyss

741 N.W. 54th Street
Miami, Florida 33127

EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

NINTH: The corporate existence of the Corporation shall commence as of the date and time upon which the incorporator named in these Articles of Incorporation shall have subscribed the same.

Signed on August 26, 1996


Thomas C. Wyss, Incorporator

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

WALDMAN & FELUREN, P.A.

By: 
Mark S. Feluren, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA