

LAW OFFICES
PAUL M. MARMISH, P.A.
2606 TROBTAIL AVENUE
SUITE 102
COCONUT GROVE, FLORIDA 33133
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VIA FEDERAL EXPRESS

September 10, 1996

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

200001844842
-09/11/96--01076--018
****122.50 ****122.50

Re: Articles of Incorporation for
Flying Color Wraps, Inc.

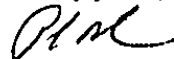
Ladies and Gentlemen:

Please find enclosed herewith duplicate executed originals of the Articles of Incorporation of Flying Color Wraps, Inc. together with our firm check payable to you in the amount of \$122.50, which represents the filing fee and the fee for one certified copy of the Articles.

After the Articles of Incorporation have been filed, please return the certified copy of same to the undersigned in the stamped, self-addressed envelope provided.

Your courtesy and cooperation in this regard is most appreciated.

Sincerely yours,

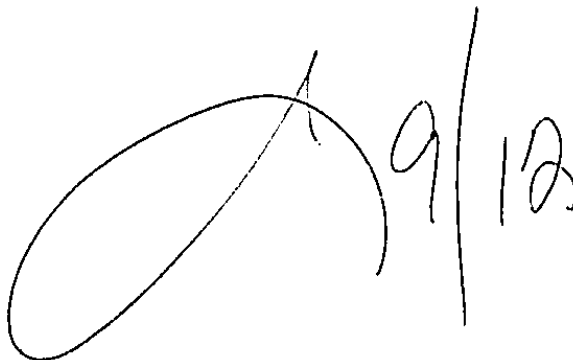


PAUL M. MARMISH
For the Firm

PMM/rmr
Enclosure

96 SEP 11 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



ARTICLES OF INCORPORATION

OF

FLYING COLOR WRAPS, INC.

ARTICLE I

NAME

The name of the Corporation is:

FLYING COLOR WRAPS, INC.

ARTICLE II

DURATION

The Corporation shall exist in perpetuity.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata shares thereof, as nearly as many be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VI

RIGHTS OF SHARES OF CAPITAL STOCK

The entire voting power of the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, each share having one vote. Nothing in these Articles shall be construed to allow cumulative voting shares.

55 SEP 11 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
9/9/94

ARTICLE VIII

PRINCIPAL OFFICE ADDRESS FOR CORPORATION

The address of the principal office of the Corporation is: 2666 Tigertail Avenue, Suite 102, Coconut Grove, FL 33133.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial Registered Agent and Registered Office of the Corporation are: Paul M. Marmish, Esquire, 2666 Tigertail Avenue, Suite 102, Coconut Grove, Florida 33133.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The Corporation shall have one Director initially. The number of Directors may be either increased or decreased from time to time by the By-Laws adopted by the Corporation. The name and address of the initial Director is:

NAME

ADDRESS

Paul M. Marmish

2666 Tigertail Avenue
Suite 102
Coconut Grove, FL 33133

ARTICLE X

INCORPORATION

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

NAME

ADDRESS

Paul M. Marmish

2666 Tigertail Avenue
Suite 102
Coconut Grove, FL 33133

ARTICLE XI

BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE XII
INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE XIII
COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence on the 9th day of September, 1996.

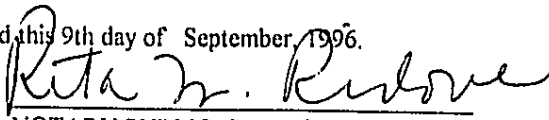


PAUL M. MARMISH

STATE OF FLORIDA)
COUNTY OF DADE)

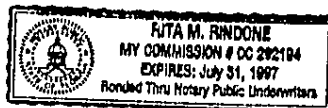
BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared PAUL M. MARMISH, known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 9th day of September, 1996.



NOTARY PUBLIC, State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAME AGENT UPON WHOM PROCESS
MAY BE SERVED.


In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

First—That FLYING COLOR WRAPS, INC., desiring to organize
under the laws of the State of Florida with its principal office, as indicated in
the Articles of Incorporation, at the City of Miami, has named PAUL M.
MARMISH, located at 2666 Tigertail Avenue, Suite 102, Coconut Grove, FL
33133, County of Dade, State of Florida, as its agent to accept service of
process within this state and such agent hereby accepts the obligation of
307.325 F.S.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED
AGENT)

Having been named to accept service of process for the above state
Corporation, at the place designated in this Certificate, PAUL M. MARMISH
hereby accepts to act in this capacity, and agrees to comply with the provision
of said Act relative to keeping open said office.

Dated: September 9, 1996



PAUL M. MARMISH

Registered Agent

FILED
96 SEP 11 PM 2:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA