



THE UNITED STATES
CORPORATION
COMPANY

797000023151

ACCOUNT NO. : 072100000032

REFERENCE : 292379 4311473

AUTHORIZATION :

Patricia Pygott

COST LIMIT : \$ 122.50

ORDER DATE : March 13, 1997

ORDER TIME : 12:22 PM

ORDER NO. : 292379-005

CUSTOMER NO: 4311473

CUSTOMER: Marcia Cox, Legal Assistant
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

DOMESTIC FILING

NAME: KAR/DME GRAPHICS & FULFILLMENT
GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS: _____

RECEIVED
97 MAR 13 PM 1:50
DIVISION OF CORPORATION

FILED
97 MAR 13 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K.R. MAR 14 1997

ARTICLES OF INCORPORATION
OF
KAR/DME GRAPHICS & FULFILLMENT GROUP, INC.

FILED
97 MAR 13 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is KAR/DME GRAPHICS & FULFILLMENT GROUP, INC. (the "Corporation").

ARTICLE II - ADDRESS

The mailing address and principal place of business of the Corporation is 13930 N.W. 60th Avenue, Miami Lakes, Florida 33014.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share.

ARTICLE IV - PURPOSE

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

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Teddy D. Klinghoffer	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

ARTICLE VII - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of two persons. The number of directors may be increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Sidney Levy	13930 N.W. 60th Avenue Miami Lakes, Florida 33014
William Lenis	15240 N.W. 60th Avenue Miami Lakes, Florida 33014

ARTICLE VIII - INCORPORATOR

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

Name

Address

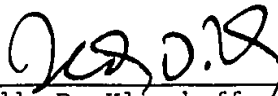
Teddy D. Klinghoffer

2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this _____ day of March, 1997.



Teddy D. Klinghoffer
Incorporator

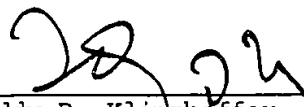
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Business Corporation Act.



Teddy D. Klinghoffer,
Registered Agent