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4/29/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0829 FAX #: (305)716-0346

NAME: THOUGHTFORMS ARTWERKS, INC.
AUDIT NUMBER.....H97000007003
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 3
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4 pages

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SEC. OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]
4/30

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ARTICLES OF INCORPORATION

**TO: SECRETARY OF STATE, STATE OF FLORIDA, TALLAHASSEE,
FLORIDA**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: ThoughtForms Artwerks, Inc.

The principal place of business of this corporation shall be:

2960 NW 67 Street
Miami, FL 33147

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1000

Prepared by: Nations Business Center, Inc.
3900 NW 79th Avenue, S-326
Miami, FL 33166
(305) 591-9448

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ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The names(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are): Wallace P. Everett

ARTICLE VI INCORPORATORS(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are): Wallace P. Everett, 2960 NW 67 Street, Miami, FL 33147.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 29, day of April, 1997.

Signature(s) of Incorporator(s)

Wallace P. Everett

SWORN TO AND SUBSCRIBED BEFORE ME, A NOTARY PUBLIC IN AND FOR THE STATE OF FLORIDA, THIS 29 DAY OF April 1997.

Michelle Ramirez
NOTARY PUBLIC

My commission expires:



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation: ThoughtForms Artwerks, Inc.
2. The name and address of the registered agent and office is:

Wallace P. Everett
2960 NW 67 Street
Miami, FL 33147

97 APR 29 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
511 437

SIGNATURE Wallace P. Everett

TITLE: Incorporator/Registered Agent

DATE 20 April 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE Wallace P. Everett

DATE 20 April 1997

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