

P97000086038

October 1, 1997

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-10/03/97-01019-004
****122.50 ****122.50

RE: Pro Graphics Advertising, Inc.

EFFECTIVE DATE
10-1-97

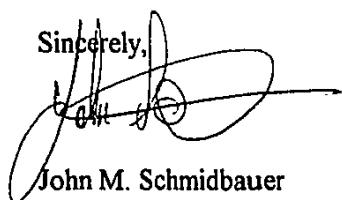
Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

If you have any questions, please call 954-704-9233.

Sincerely,



John M. Schmidbauer

John M. Schmidbauer
2900 Garden Drive - Cooper City, FL 33026

97 OCT -3 PM 12:45
SECY OF STATE
TALLAHASSEE, FLORIDA

FILED

10/03/97

John M. Schmidbauer
2900 Garden Drive - Cooper City, FL 33026

ARTICLES OF INCORPORATION
OF
Pro Graphics Advertising, Inc.

FILED

97 OCT -3 PM 12:46

SEC. 1
TALLAHASSEE, FLORIDA

The undersigned, in order to form a corporation for the purposes
hereinafter stated, by and under the provisions of the laws of the State of
Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

EFFECTIVE DATE
10-1-97

The name of this corporation is:

Pro Graphics Advertising, Inc.

The address of the principal office of this corporation shall be: 2900
Garden Drive - Cooper City, FL 33026 and the mailing address of the
corporation shall be the same.

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporate
existence commences on October 1, 1997.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

A. Of transacting any or all business permitted under the laws of
the United States of America and the laws of the State of Florida.

B. To purchase, sell, lease, operate, own, hold, transfer, convey,
mortgage, or otherwise encumber, trade, exchange, and generally deal in
real estate and personal property of every kind, nature and description
wheresoever located, both tangible and intangible and including choices

in action, either as owner, broker, agent, or factor.

C. In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

D. To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purposes of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1 par value stock, which shall be designated "Common Shares."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT

The street address of the initial registered agent of this corporation
is: **2900 Garden Drive - Cooper City, FL 33026**

The name of the initial registered agent of this corporation at this address
is: **John M. Schmidbauer**

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number
of directors may be either increases or diminished from time to time by the
by-laws. The name and address of initial director(s) of this corporation
until the first annual meeting of shareholders or until their successors are
elected and shall qualify are:

NAME ADDRESS

John M. Schmidbauer 2900 Garden Drive - Cooper City, FL 33026

Patricia L. Schmidbauer 2900 Garden Drive - Cooper City, FL 33026

ARTICLE VIII - INCORPORATOR

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

NAME ADDRESS

John M. Schmidbauer 2900 Garden Drive - Cooper City, FL 33026

ARTICLE IX - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested
in the Board of Directors and the shareholders.

ARTICLE X - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

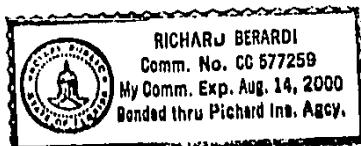
IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation for the uses and purposes herein stated this
October 1, 1997

John M. Schmidbauer Subscriber

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, an officer authorized to take acknowledgment in the State and County set forth above, personally appeared John M. Schmidbauer and well known to me to be the person described in and executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed the same freely and voluntarily for the uses and purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, in the State and County aforesaid, this 1st day of
October, 1997.



Notary Public, State of Florida

My Commission Expires: 8/14/2000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MY BE SERVED.**

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act: **First - Pro Graphics Advertising, Inc.** desiring to organize under the laws of the State of Florida has named John M. Schmidbauer located at 2900 Garden Drive - Cooper City, FL 33026 as its agent to accept service of process within the state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:

John M. Schmidbauer
(Resident Agent)

F I L E D
OCT - 3 PM 12 46
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SECY. OF STATE
TALLAHASSEE, FLA.