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FLORIDA DIVISION OF CORPORATIONS
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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MEGACOLOR CREATIVE GROUP, INC.

AUDIT NUMBER.....H97000017295

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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B. McKnight OCT 20 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 17, 1997

EMPIRE

SUBJECT: MEGACOLOR CREATIVE GROUP, INC.
REF: W97000029760

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6919.

Beth Register FAX Aud. #: H97000017295
Corporate Specialist Supervisor Letter Number: 097A00050871

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**ARTICLES OF INCORPORATION
OF
MEGACOLOR CREATIVE GROUP, INC.**

The undersigned subscribers to these Articles of Incorporation; natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MEGACOLOR CREATIVE GROUP, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time in One Hundred (100) shares of common stock having a par value of \$1.00 per share. The corporation will begin business with One Hundred dollars (\$100.00).

David A. Kobrin, P.A.
8900 S.W. 107th Avenue, #206
Miami, FL 33176
(305)596-0124
FL Bar No. 226459

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TALLAHASSEE, FLORIDA

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ARTICLE IV. ADDRESS

The street address of the initial principal office of the corporation shall be 8900 S.W. 107th Avenue, #206, Miami, Florida 33176, and the name of the initial registered agent of the corporation at the aforesaid address is David A. Kobrin.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash or 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 share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporators that the corporation may qualify under section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S. corporation.

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ARTICLE VIII DIRECTORS

This corporation shall have three directors, initially. The name and street address of the initial member of the Board of Directors is:

Joseph W. Pender, Jr.	19676 N.W. 86th Court Miami Lakes, FL 33015
Tony A. Wynter	2431 S.W. 84th Terrace Miramar, FL 33025
Rickie D. Regist	2755 N.W. 198th Terrace Carol City, FL 33056

ARTICLE IX OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until successors are elected or appointed is:

President/Secretary

Joseph W. Pender, Jr.	19676 N.W. 86th Court Miami Lakes, FL 33015
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Vice-President

Tony A. Wynter	2431 S.W. 84th Terrace Miramar, FL 33025
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Treasurer

Rickie D. Regist	2755 N.W. 198th Terrace Carol City, FL 33056
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ARTICLE X SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation

is:

David A. Kobrin

8900 S.W. 107th Ave., #206
Miami, FL 33176

IN WITNESS WHEREOF, the undersigned has hereunto set his hand seal
on

this 15 day of Oct, 1997.



DAVID A. KOBRIN

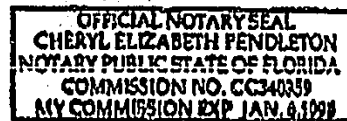
STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 15th day of October
1997.


NOTARY PUBLIC, State of
Florida

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING 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 MEGACOLOR CREATIVE GROUP, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Dade, State of Florida, has named David A. Kobrin located at 8900 S.W. 107th Avenue, #206, Miami, Florida 33176, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at 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.



RESIDENT AGENT

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TALLAHASSEE, FLORIDA

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