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ARTICLES OF INCORPORATION  
OF  
MAGENTA WORLDWIDE (USA), INC.

FILED  
97 NOV 25 AM 7:30  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name of Corporation

The name of this corporation is MAGENTA WORLDWIDE (USA), INC.

ARTICLE II

Corporate Existence

This corporation shall have perpetual existence.

ARTICLE III

Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this State.

ARTICLE IV

Principal Place of Business

The address of the principal place of business of this corporation is 777 Brickell Avenue, Suite 500, Miami, Florida 33131.

Prepared by:

Steven L. Cantor, Esq.  
Florida Bar # 205028  
777 Brickell Avenue, #500  
Miami, Florida 33131  
tel. (305)374-3886  
fax (305)371-4564

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## ARTICLE V

### Registered Office

The address of the initial registered office of the corporation is 777 Brickell Avenue, Suite 500, Miami, Florida 33131. The Board of Directors may from time to time move the registered office to any other address in Florida.

## ARTICLE VI

### Registered Agent

The initial registered agent of the corporation for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be Steven L. Cantor, Esq., 777 Brickell Avenue, Suite 500, Miami, Florida 33131.

## ARTICLE VII

### Directors

This corporation shall have not less than one (1) director. The names and addresses of the initial Directors of this corporation are:

Michael W. Liddle  
c/o Steven L. Cantor, P.A.  
777 Brickell Avenue, Suite 500  
Miami, Florida 33131

Heather E. Liddle  
c/o Steven L. Cantor, P.A.  
777 Brickell Avenue, Suite 500  
Miami, Florida 33131

The number of directors may be set from time to time by resolution adopted by a majority vote of the outstanding common shares.

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**ARTICLE VIII**

**Capital Stock**

The maximum number of shares of stock in this corporation which it is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

**ARTICLE IX**

**Incorporator**

The name and address of the incorporator is as follows:

Steven L. Cantor  
777 Brickell Avenue, Suite 500  
Miami, Florida 33131

**ARTICLE X**

**Directors' Liabilities and Rights**

No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may anywise be interested. Any director of this corporation may vote upon any contract or other transaction between

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the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

## ARTICLE XI

### Amendment

These Articles of Incorporation may be amended, changed, altered, or repealed only by majority vote of the outstanding common shares.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 26th day of November, 1997.

**Steven L. Cantor**

**STATE OF FLORIDA )**  
**) ss:**  
**COUNTY OF DADE )**

The foregoing Articles of Incorporation were acknowledged before me this 26th day of November, 1997 by Steven L. Cantor, who is personally known to me and who did not take an oath.

**Morayma Amaro**  
**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 FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted that **MAGENTA WORLDWIDE (USA), INC.**, desiring to organize or qualify under the laws of the State of Florida, has named **Steven L. Cantor, Esq.**, whose address is **777 Brickell Avenue, Suite 500, Miami, Florida 33131**, as its agent to accept service of process within Florida.

  
Steven L. Cantor

Dated: November 26, 1997

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF  
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I  
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL  
STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND  
ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED  
AGENT.**

  
Steven L. Cantor, Registered Agent

Dated: November 26, 1997

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