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FILED



THE UNITED STATES  
CORPORATION  
COMPANY

98 JAN -2 AM 9:04

ACCOUNT NO. : 072100000032 SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REFERENCE : 655532 123598A

AUTHORIZATION :

*Patricia Kight*

COST LIMIT : \$ 70.00

ORDER DATE : December 31, 1997

ORDER TIME : 4:53 PM

ORDER NO. : 655532-005

CUSTOMER NO: 123598A

CUSTOMER: Charles Z. Kalchman, Esq  
CHARLES Z. KALCHMAN, ESQ

600002387866--7

Suite 300  
2020 Northeast 163rd Street  
Miami, FL 33162

DOMESTIC FILING

NAME: MOSAIC PRESS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
98 JAN -2 AM 9:41  
SECRETARY OF STATE

P. Hall

JAN - 2 1998

ARTICLES OF INCORPORATION  
OF  
MOSAIC PRESS, INC.

FILED

98 JAN -2 AM 9:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME AND ADDRESS: The name of the Corporation is MOSAIC PRESS, INC., and it's principal office and mailing address is 960 N.E. 176 Street, North Miami Beach, Florida 33162.

ARTICLE II. REGISTERED AGENT AND ADDRESS: The Registered Agent is JEFFREY A. HERMAN, and the initial registered office of the Corporation is 960 N.E. 176 Street, North Miami Beach, Florida 33162.

ARTICLE III. TERM OF CORPORATE EXISTENCE: The Corporation shall exist in perpetuity unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Secretary of State of the State of Florida.

ARTICLE IV. PERMITTED ACTIVITY: The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE V. AUTHORIZED SHARES: The total number of shares which the Corporation is authorized to issue shall be one thousand (1,000) shares of common voting stock without par value.

ARTICLE VI. PRE-EMPTIVE RIGHTS DENIED: No holder of any shares of the Corporation shall have any pre-emptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

ARTICLE VII. DIRECTORS: The business of the Corporation shall be managed by a Board of Directors, consisting of not fewer than one person, the exact number to be determined, from time to time, in accordance with the By-Laws of the Corporation.

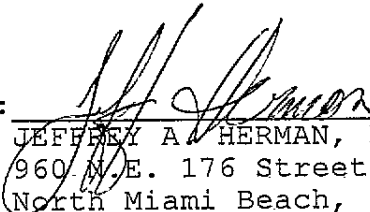
ARTICLE VIII. INCORPORATOR: The name and address of the Incorporator is JEFFREY A. HERMAN, 960 N.E. 176 Street, North Miami Beach, Florida 33162.

ARTICLE IX. INDEMNIFICATION: Every person now or hereafter serving as a director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or

resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time of such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of his duty. Expenses (including attorneys' fees) incurred by any such person in defending any claim, action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such proceeding.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the Corporation, has executed these Articles of Incorporation on this 29th day of December, 1997.

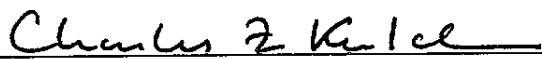
By:

  
JEFFREY A. HERMAN, Incorporator  
960 N.E. 176 Street  
North Miami Beach, FL 33162

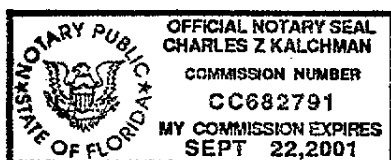
STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

BEFORE ME, the undersigned authority, personally appeared, JEFFREY A. HERMAN, to me known to be the person described in and who executed the foregoing instrument and he acknowledged to and before me that he executed the same for the purpose therein expressed.

WITNESS my hand and seal at Miami Beach, Florida on this 29th day of December, 1997.

  
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



ACKNOWLEDGMENT BY REGISTERED AGENT

The undersigned, having been named as Registered Agent of the above Corporation, to accept service of process for the said Corporation, at the place designated in these Articles of Incorporation, does hereby accept and agree to act in this capacity, and agrees to comply with the provisions of Florida Statutes, Chapter 48, relative to keeping said office open.

By: 

JEFFREY A. HERMAN, Incorporator  
960 N.E. 176 Street  
North Miami Beach, FL 33162

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TALLAHASSEE, FLORIDA