

P98000000893

December 30, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Subj: Digital Image Works, Inc.

100002388071--8
-01/02/98--01022--010
****122.50 ****122.50

Dear Sir:

Enclosed please find the following:

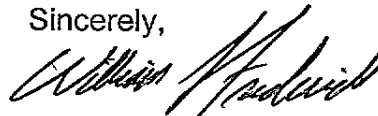
1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$122.50 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of theses Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at 131 S. Courtenay Parkway, Merritt Island, Florida 32952.

If there are any questions concerning this filing, please contact me at (407) 452-2800 or Kenneth Harris, CPA at (407) 454-2266.

Thank you for your assistance in this matter.

Sincerely,


William L. Frederick

FILED
98 JAN -2 PM 10:51
CLERK OF STATE
TALLAHASSEE, FLORIDA

JSM-1/6/98

ARTICLES OF INCORPORATION
OF
DIGITAL IMAGE WORKS, INC.

ARTICLE I. NAME

The name of this corporation is
DIGITAL IMAGE WORKS, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all
lawful business. The specific purpose is to provide services to printers.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value
common 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 of the same kind, class or series as that which he already holds,
shall have the right to purchase his pro rata share (as nearly as may be done
without issuance of fractional shares) at the price at which it is offered to others.

FILED
98 JAN -2 PM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 131 S. Courtenay Parkway, Merritt Island, Florida 32952, and the name of the initial registered agent of the corporation at that address is William L. Frederick.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation is:

William L. Frederick
131 S. Courtenay Parkway
Merritt Island, Florida 32952

Renee S. Frederick
131 S. Courtenay Parkway
Merritt Island, Florida 32952

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 131 S. Courtenay Parkway, Merritt Island, Florida 32952, and the mailing address of the corporation 131 S. Courtenay Parkway, Merritt Island, Florida 32952.

ARTICLE IX INCORPORATOR

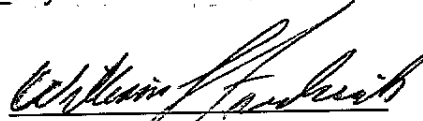
The name and address of the person signing these articles is:

William L. Frederick
131 S. Courtenay Parkway
Merritt Island, Florida 32952

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 30 day of December, 1997.


William L. Frederick

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 30 day of December, 1997.




Notary Public

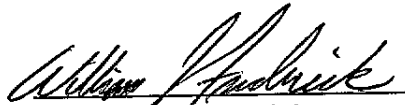
DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That Digital Image Works, Inc. desiring to organize under the laws of the State of Florida, with its principal office at 131 S. Courtenay Parkway, Merritt Island, Florida 32952, has named William L. Frederick, located at 131 S. Courtenay Parkway, Merritt Island, Brevard County, Florida 32952, as it's agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, relative to keeping the designated office open.


William L. Frederick
Registered Agent

FILED
98 JAN -2 PM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA