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LAW OFFICE OF  
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Of Counsel:  
Nicholas E. Karatinos (813) 823-1550

February 23<sup>rd</sup>, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-02/25/98--01014--001  
\*\*\*\*122.50 \*\*\*\*122.50

RE: ADVERGRAPHX, INC.

To whom it may concern:

Enclosed please find the original Articles of Incorporation for Advergraphx, Inc., and an Acceptance by Registered Agent, along with a check made out in the amount of \$122.50.

Please file the articles and return the Certificate to me at the address on the letterhead of this letter. Should you have any questions, please contact me at that same address or at the above telephone number.

Sincerely Yours

  
Gregory B. Seeley  
Attorney for Incorporator

GBS/gh  
Enclosures: as stated above  
cc: file, client

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ARTICLES OF INCORPORATION

OF

ADVERGRAPHX, INC.

The undersigned incorporator, who is a Florida resident who is able to contract and desiring to form a corporation under Chapters 607 of Florida statutes, adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation shall be Advergraphx, Inc.

ARTICLE II: PURPOSE

The purpose for which this corporation is organized is to conduct any legal business.

ARTICLE III: DURATION

This corporation shall have perpetual existence.

ARTICLE IV: CAPITAL STOCKS

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 2,500 shares with no par value. 500 shares of the above stock shall be preferred. The preferred stock will have the same rights as all other stock except that it will also be entitled to a \$1.00 per share per month divided in addition to any other dividends that maybe issued.

ARTICLE V: REGISTERED OFFICE

The initial Registered Office of the corporation is 557 Pinellas Bay Way, # 201, St. Petersburg, FL 33715.

ARTICLE VI: REGISTERED AGENT

The initial Registered Agent of the corporation is Rick Simons.

ARTICLE VII: INCORPORATORS

The name and address of the Incorporator is: Rick Simons - 557 Pinellas Bay Way, # 201, St. Petersburg, FL 33715.

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**ARTICLE VIII: DIRECTORS**

Corporate business shall be managed by the shareholders of the corporation, rather than by a board of directors.

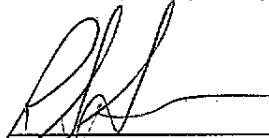
**ARTICLE IX: PRINCIPAL OFFICE**

The Corporation's Principal office shall be 557 Pinellas Bay Way, # 201, St. Petersburg, FL 33715.

**ARTICLE X: PRINCIPAL PLACE OF BUSINESS**

The Principal place of business shall be 557 Pinellas Bay Way, # 201, St. Petersburg, FL 33715.

IN WITNESS WHEREOF the Incorporator has hereunto set his hand on this 23rd day of February, 1998.



Rick Simons,  
Incorporator

Rick Simons, who has produced a driver's license as identification, appeared and signed these Articles of Incorporation on this 23rd day of February, 1998.

  
Notary Public

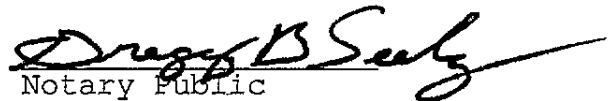
ACCEPTANCE BY REGISTERED AGENT

Rick Simons, hereby accepts the position of Registered Agent, satisfying Florida Statute Section 607.0501. Further, Rick Simons understands and accepts the duties of a Registered Agent as provided in Florida Statute Section 607.0505.



Rick Simons  
Registered Agent

Rick Simons, has produced a driver's license as identification, appeared and signed this Acceptance on this 23rd day of February, 1998.

  
Notary Public

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