

P98000036340



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 780586 4340248

AUTHORIZATION :

Patricia Pzyto

COST LIMIT : \$ 70.00

ORDER DATE : April 14, 1998

ORDER TIME : 9:35 AM

ORDER NO. : 780586-005

CUSTOMER NO: 4340248

200002489102--8

CUSTOMER: Richard H. Waxman, Esq
KAHN & WAXMAN P.A., P.C.

60 East 42nd Street
Ste. 2130
New York, NY 10165

DOMESTIC FILING

NAME: ~~PROMOTIONAL SERVICES CORP.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

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W98-8431
4/22/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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April 15, 1998

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RESUBMIT

SUBJECT: PROMOTIONAL SERVICES CORP.
Ref. Number: W98000008434

Please give original
submission date as file date.

We have received your document for PROMOTIONAL SERVICES CORP. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Pamela Hall
Document Specialist

Letter Number: 398A0002012

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ARTICLES OF INCORPORATION
OF

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PROMOTIONAL GRAPHIC SERVICES CORP.

The undersigned, being a natural person, hereby acts as Incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of this corporation (hereinafter the "Corporation") is PROMOTIONAL GRAPHIC SERVICES CORP.

SECOND: The address of the initial principal office of the Corporation is 15431 S.W. 14th Street, Sunrise, Florida 33326. The Board of Directors of the Corporation may, at any time, move the principal office of the Corporation to any other address.

THIRD: The initial mailing address of the Corporation is 15431 S.W. 14th Street, Sunrise, Florida 33326.

FOURTH: The Corporation is authorized to issue two hundred (200) Common Shares, all of which are of the same class and are without par value.

FIFTH: The address of the initial Registered Office of the Corporation in the State of Florida is 2101 Corporate Boulevard, Suite 220, Boca Raton, Florida 33431.

The name of the initial Registered Agent of the Corporation at the said registered office is Kahn & Waxman, P.A.

The written acceptance of the said initial Registered Agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the

Incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and post office address of the Incorporator is: Richard H. Waxman, Kahn & Waxman, P.A., 60 East 42nd Street, Suite 2130, New York, New York 10165-2130.

SEVENTH: The name and post office address of the initial Director is: Robert Bernstein, Promotional Services Corp., 15431 S.W. 14th Street, Sunrise, Florida 33326.

EIGHTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any part

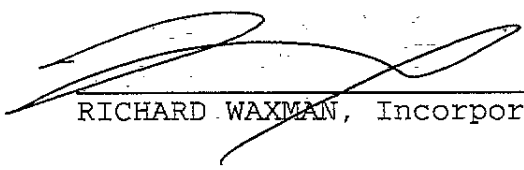
thereof, to any said holder. .

NINTH: The purposes for which the Corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

TENTH: The duration of the Corporation shall be perpetual..

ELEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions. The indemnification provided for herein shall not be deemed exclusive of any rights to which those indemnified may be entitled under any By-law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on April 13, 1998


RICHARD WAXMAN, Incorporator

Having been named as Registered Agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, the undersigned hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as Registered Agent.

KAHN & WAXMAN, P.A.

By 
RICHARD H. WAXMAN

Date: 4/13/98

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