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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: BUSINESS WORLD TRANSACTIONS, INC.
104512000707

ACCT#:

CONTACT: GEORGE G PICARDIE
PHONE: (305)867-8448
(305)867-8200

FAX #:

NAME: U.S.A. FILM AND GRAPHICS, CORP.

AUDIT NUMBER.....H98000008043

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be: U.S.A. FILM AND GRAPHICS, CORP.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5401 COLLINS AVE. SUITE #9G
MIAMI BEACH, FL. 33140

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "COMMON SHARES."

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MARIA MERCEDES LETICIA BECERRA
5401 COLLINS AVE. SUITE #9G
MIAMI BEACH, FL. 33140

Prepared By: MARIA MERCEDES LETICIA BECERRA
5401 COLLINS AVE. SUITE #9G
MIAMI BEACH, FL. 33140
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ARTICLE V
INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

MARIA MERCEDES LETICIA BECERRA
5401 COLLINS AVE. SUITE # 9G
MIAMI BEACH, FL. 33140.

DIRECTOR &
PRESIDENT.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

24 day of April, 1998



Signature

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

U.S.A. FILM AND GRAPHICS, CORP.

2. The name and address of the registered agent and office is:

MARIA MERCEDES LETICIA BECERRA.
5401 COLLINS AVE, SUITE # 9G.
MIAMI BEACH, FL. 33140.

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Sandra B. de Torres
(SIGNATURE)

24/APRIL/98
(DATE)

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