



ACCOUNT NO. : 072100000032

REFERENCE : 801095 9542A

AUTHORIZATION :

*Patricia Pzyto*

COST LIMIT : \$ 70.00

ORDER DATE : April 29, 1998

ORDER TIME : 9:06 AM

ORDER NO. : 801095-005

CUSTOMER NO: 9542A

CUSTOMER: Michael Feinstein, Esq  
MICHAEL FEINSTEIN, ESQ

Suite 700  
888 East Las Olas Boulevard  
Fort Lauderdale, FL 33301

100002506321--4

DOMESTIC FILING

NAME: PROSIGN GRAPHICS, 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: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED  
98 APR 30 AM 10:37  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32304

*g 4/30/98*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 30 PM 12:50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 30 PM 12:50

ARTICLES OF INCORPORATION  
OF  
ProSign Graphics, Inc.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ProSign Graphics, Inc.

The address of the principal office of this corporation shall be 6500 North Military Trail, #321, West Palm Beach, Florida 33407, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 888 East Las Olas Boulevard, Suite 700, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of the corporation at that address is Michael L. Feinstein.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Robert Mueller      6500 North Military Trail, #321  
Dir.                      West Palm Beach, Florida 33407

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Robert Mueller	6500 North Military Trail, #321
Pres.	West Palm Beach, Florida 33407
James Dailey	Same as above
Sec./Treas.	

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE X. INCORPORATOR

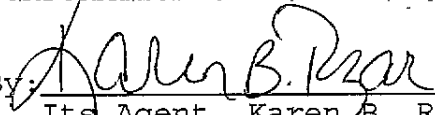
The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereunto set their hand  
and seal of Corporation Service Company on April 30, 1998.

CORPORATION SERVICE COMPANY

By:

  
Its Agent, Karen B. Rozar

DWL

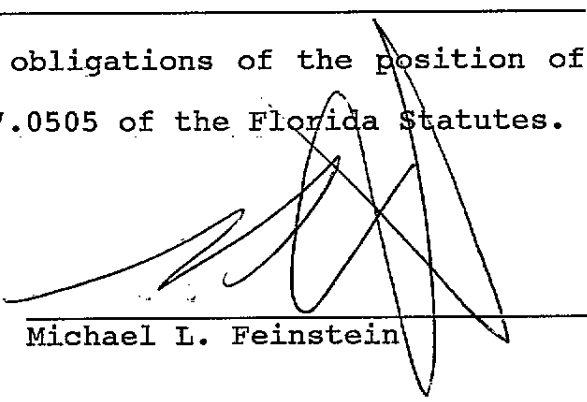
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 30 PM 12:50

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

MICHAEL L. FEINSTEIN, an individual residing in this state having a business office identical with the registered office of the corporation named below and having been designated as the Registered Agent in the above and foregoing Articles of

ProSign Graphics, Inc.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505 of the Florida Statutes.



Michael L. Feinstein