P98000043351

TRANSMITTAL LETTER

DEPARTMENT OF STATE DIVISION OF CORPORATIONS P.O. BOX 6327 TALLAHASSEE, FL. 32314

300002518983--5 -05/11/98--0106--015 ****122.50 ****122.50

SUBJECT: / / L	L MICKO GRAPHICS, INC. (PROPOSED CORPORATE NAME)	
ENCLOSED IS CORPORATION AN	AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF DOUR CHECK FOR \$ 122.50.	IN-
	EFFECTIVE DAT	
FROM:	DICK SUEHLA NAME (PRINTED OR TYPED)	
	7409 BLUE SKIES DRIVE ADDRESS	
	SPRING HILL, FL 34606 CITY, STATE, & ZIP	
	(352) 684 - 1195 TELEPHONE NUMBER	

DIVISION OF CORPORATIONS

98 MAY 11 PM 3: 46

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES.

ARTICLES OF INCORPORATION OF

I, THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORM-ING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

THE NAME OF THE CORPORATION SHALL BE:

ALL MICRO GRAPHICS, INC.

SECRETARY OF STATE OF VISION OF CORPORATION

98 MAY 11 PM 3: 46

ARTICLE II - DURATION
THIS CORPORATION SHALL EXIST PERPETUALLY, COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGMENT OF THESE ARTICLES.

ARTICLE III - PURPOSE

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA'S GENERAL CORPORATION ACT.

THIS CORPORATION IS AUTHORIZED TO ISSUE /D/O SHARES OF PAR VALUE COMMON STOCK, WHICH SHOULD BE DESIGNATED "COMMON SHARES".

ARTICLE V - PRINCIPAL OFFICE
THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS
CORPORATION SHALL BE:

7409 BLUE SKIES DKIVE

SPRING HILL, FL 34606

EFFECTIVE DATE

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT
THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS
CORPORATION SHALL BE:

7409 BLUE SKIES DRIVE

SPRING HILL, FL 34606

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

DICK SVEHLA

ARTICLE VII

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TO TIME BY MAJORITY VOTE OF THE STOCKHOLDERS, BUT IT SHALL NEVER BE LESS THAN ONE.

ARTICLE VIII - INCORPORATORS

THE NAME AND ADDRESSES OF THE INITIAL SUBSCRIBERS SIGNING THESE ARTICLES ARE AS FOLLOWS:

DICK SVEHLA 7409 BLUE SKIES DRIVE SPRING HILL, FL 34606

ARTICLE IX - BYLAWS

THE POWER TO ADOPT, ALTER, AMEND, OR REPEAL BYLAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK
SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED
INITIALLY TO THE FOLLOWING PERSONS IN THE AMOUNT SET OPPOSITE
THEIR NAMES:

DICK SVEHLA 100

SHARES HELD BY THE INITIAL SHAREHOLDERS LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AT WHICH, AND THE TIME WITHIN WHICH, SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS AND THIS CORPORATION.

ARTICLE XI - AMENDMENT

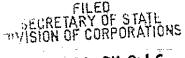
THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENTS HERETO, AND ANY RIGHTS CONFERRED UPON THE SHAREHOLDER IS SUBJECT TO THIS RESERVATION.

ARTICLE XII - TERMS OF ISSUING STOCK

STOCK TO BE ISSUED PURSUANT TO THESE ARTICLES OF INCORPORA-TION SHALL BE ISSUED UNDER THE TERMS, PROVISIONS AND CONDITIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE.

IN WITNESS WHEREOF, I HAVE HERETO SUBSCRIBED MY NAME AND AFFIXED MY SEAL TO THESE ARTICLES OF INCORPORATION, ON THIS g DAY OF $M_A\gamma$, 1998.

R. R. Ichla



<u>CERTIFICATE OF DESIGNATION</u> REGISTERED AGENT/REGISTERED OFFICE

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 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.

THE	NAME	OF	THE	CORP	ORATI	ON	IS: <u>f</u>	<u> </u>	<u> </u>	CKO	<u>GRA</u>	1 <i>911</i> 10	<u>5</u> ,	<u>I</u>
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THE	NAME	AND	ADI	RESS	OF T	HE :	REGI	STERE	D A	GENT	' AND	OFFI	CE	ΙS
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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.

SIGNATURE_	L. R. Solla	
DATE	5/8/98	