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FROM: ACE INDUSTRIES, INC.  
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NAME: THE RAY DESIGN GROUP, INC.

AUDIT NUMBER.....H98000011082

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION  
OF  
THE RAY DESIGN GROUP, INC.

The undersigned do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is The Ray Design Group, Inc. The address is 16805 S.W. 110th Court, Miami, Florida 33157.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of:

1. Transacting any and all lawful business for which a corporation may be incorporated under Florida Statutes.
2. Transacting a professional advertising and graphic design services firm.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$ 1.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at just valuation to be fixed by the Board of Directors.

Prepared by:  
ace! Industries, Inc.  
34 Northwest 11th St.  
Miami, FL 33136  
(305) 358-2571

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## ARTICLE IV - VOTING

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, with one vote cast per share.

## ARTICLE V - TERM OF EXISTENCE

This corporation shall commence at the time of filing of these articles and shall have perpetual existence.

## ARTICLE VI - STATUS

This corporation elects Sub-Chapter "S" status according to applicable State and Federal Laws and will file a Form 2553 with the Internal Revenue Service.

## ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which is offered to others.

## ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 16805 S.W. 110th Court, Miami, Florida 33157. The initial registered agent of this corporation, at the above address, is William Robert Ray, I.

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ARTICLE IX - PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation is 16805 S.W. 110th Court, Miami, Florida 33157.

ARTICLE X - INITIAL BOARD OF DIRECTORS

The name and address of the directors of this corporation are: William Robert Ray, I, 16805 S.W. 110th Court, Miami, FL 33157.

ARTICLE XI - INCORPORATORS

The names and addresses of the persons signing these articles are: William Robert Ray, I, 16805 S.W. 110th Court, Miami, FL 33157.

ARTICLE XII - INITIAL OFFICER

The names and post office addresses of the first officers of this corporation, all of whom shall constitute the first Board of Directors, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:

PRESIDENT/SECRETARY  
William Robert Ray, I, 16805 S.W. 110th Court, Miami, FL 33157.

VICE PRESIDENT/TREASURER  
William Robert Ray, I, 16805 S.W. 110th Court, Miami, FL 33157.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or officers or any former officer or director, to the fullest extent permitted by law either now existing or hereinafter enacted.

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ARTICLE XIV


No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such director or officer of such other corporation, or not so interested.

ARTICLE - XV

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

This 12<sup>th</sup> day of June, 1998.

  
 William Robert Ray, I  
 INCORPORATOR

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for The Ray Design Group, Inc., the place designated in the Articles of Incorporation, I, William Robert Ray, I, agree to act in this capacity, and agree to comply with the provisions relative to keeping open such office.

Date: June 12, 1998

William Robert Ray, I  
William Robert Ray, I

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