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7/16/98

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

EFFECTIVE DATE

7-16-98

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: METROGRAPH PRINTING MACHINE CORP.

AUDIT NUMBER.....H98000013240

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

CERT. OF STATUS...1

PAGES..... 5

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07/17/98 07:06 Florida Department pl /1



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 17, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: METROGRAPH PRINTING MACHINE CORP.  
REF: W98000016236

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan  
Document Specialist

FAX Aud. #: E98000013240  
Letter Number: 498A00038001

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ARTICLES OF INCORPORATION

EFFECTIVE DATE

7-16-98

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby form a corporation pursuant to Part II, 'Closed Corporation', Chapter 607, of the Florida Statutes as currently and shall hereafter be in force and in effect, and pursuant to Part I Corporation Generally, Chapter 607, of in force and in effect, to the extent that the aforementioned provisions of Part II, 'Closed Corporation' Chapter 607, of the Florida Statutes are not applicable thereto and in conflict therewith.

ARTICLE I Name

The name of the corporation is:

METROGRAPH PRINTING MACHINE CORP.

ARTICLE II Nature of Business

The Corporation may engage in any activity of business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III Capital Stock

The maximum number of share of stock the corporation is authorized to have issued and outstanding at any one time is 5000 shares of non-assessable common stock having a nominal value of ONE DOLLAR AND 00 CENTS (\$1.00).

ARTICLE IV Initial Capital

The amount of capital with which the Corporation shall commence is no less than  
TWO HUNDRED FIFTY DOLLARS AND 00 CENTS (\$250.00).

ARTICLE V Term of Existence

The Corporation shall exist perpetually.

Article VI Address

The initial street address of the principal office of the Corporation in the State of FL is, 8348 N.W. 66TH STREET, MIAMI 33166. The corporation may move its principal office to places within and without the state of Florida.

PREPARED BY: JSP ASSOCIATES, INC.  
7801 SW 24 Street, Suite 107  
Miami, Fl. 33155  
(305) 262-8947

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ALLAHASSEE FLORIDA

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**Article VII Management**

The business of the corporation shall be managed by the Board of Directors. Any action required or permitted by Part I or Part II, Chapter 607 of the Florida Statutes, shall be taken by a majority vote of the Board of Directors. The Director shall be elected by the stockholders by majority vote. Each stockholder shall be entitled to one vote for each issued and outstanding share of which he/she or it, is the record owner.

**Article VIII Subscriber**

The name, street address and number of shares subscribed by the initial subscribers to these Articles of Incorporation are: JOAO TADEU-PEREIRA 5401 Collins Ave, Apt. #1228  
Miami Beach, FL. 33139

The initial subscriber certifies that in consideration for the stock for which the corporation will begin business as set forth in Article IX thereof.

**Article IX Existence**

The Corporation shall exist on July 16, 1998 such date being the day on which the subscriber to these Articles of Incorporation shall purchase and be issued the shares subscribed for.

**Article X Amendments**

The Corporation may amend or repeal any provisions, part or part of these Articles of Incorporation upon an affirmative vote of the issued and outstanding stock at a duly constituted shareholders meeting.

**Article XI By-Laws and Stockholders Agreements**

The Stockholders shall have the power to make, amend or repeal by-laws concerning all matters and things so long as such by-laws or stockholders are not in conflict with these Articles of Incorporation they are now or hereafter in force and effect.

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IN WITNESS HEREOF, I the undersigned subscriber, being the original subscriber(s) to the capital stock herein above described for the purpose of forming a corporation to do business both within and without the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein contained are true, and so agree to receive the number of share herein set forth, and hereunto set hand and seal this July 16, 1998.

  
\_\_\_\_\_  
Mr. JOAO TADEU PEREIRA  
5401 Collins Ave. Apt. 1228  
Miami Beach, Fl. 33139

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STATE OF FLORIDA  
DEPARTMENT OF STATE

Certificate designating place of business domicile for the service of process within this state, naming agent upon whom process may be served and names and addresses of the officers and directors.

The following is submitted, in compliance with Chapter 48.091 of the Florida Statute:

METROGRAPH PRINTING MACHINE CORP.

A corporation organized (or organizing) under the laws of the State of Florida with its principal office at 8348 N.W. 66TH STREET in the county of DADE, state of Florida, has named Mr. JOAO TADEU-PEREIRA of 5401 COLLINS AVENUE APT #1228, city of MIAMI BEACH county of Dade, as its agent to accept service of process within this state

OFFICERS

Mr. JOAO TADEU-PEREIRA

President  
Vice-President  
Secretary  
Treasurer

DIRECTORS

Mr. JOAO TADEU-PEREIRA

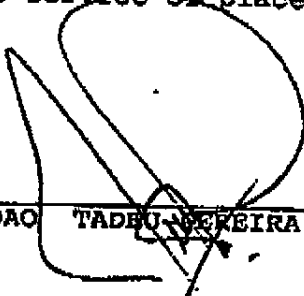
President  
Vice-President  
Secretary  
Treasurer

By Corporate Officer 

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ACCEPTANCE


I agree as resident agent to accept Service of Process; to keep office open during prescribed hours; to post my name and any other officer of said corporation authorized to accept service of place in office as required by law.



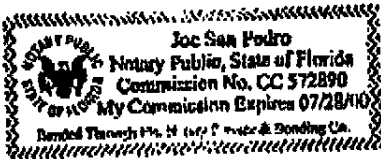
Mr. JOAO TADEU PEREIRA

STATE OF FLORIDA  
SS:  
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared, Mr. JOAO TADEU PEREIRA to me well known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledges before me that he executed for purpose therein expressed.

  
Notary Public  
State of Florida

My commission expires:



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TALLAHASSEE FLORIDA

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