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Florida Department of State
Division of Corporations
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Pod Design, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
POD DESIGN, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting hereby as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such operation:

I. NAME OF INCORPORATION

The name of this corporation shall be POD DESIGN, INC.

II. PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- A. To engage in the business of providing interactive graphic design solutions, and provide any other business services allowable under the laws of the State of Florida.
- B. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III. CAPITAL STOCK

- A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 500 shares of common stock at one dollar (\$1.00) per share per value.
- B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

IV. DURATION

The corporation shall have a perpetual existence.

V. REGISTERED AGENT

The street address, principal office and mailing address of this corporation's initial registered office is: 3590 Main Highway, Coconut Grove, FL 33133, and the name of its initial registered agent at said address is Stephen Curran.

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Timothy W. Ross, Esq.
Florida Bar No.: 436641
2900 SW 28 Terr., 7th Floor
Miami, FL 33133
Tel: 305-441-2470

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VI. INCORPORATOR

The name and address of the Incorporator is as follows: Stephen Curran, 3590 Main Highway, Coconut Grove, FL 33133.

VII. BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of two persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the Directors of this corporation are: Stephen Curran and Elizabeth Curran, 3590 Main Highway, Coconut Grove, FL 33133.

VIII. INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX. INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X. NON-RESIDENT DIRECTORS

Directors need not be residents of this State or Shareholders unless the Articles of Incorporation or Bylaws so require.

XI. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law but regular meetings of the Board of Directors must be attended in fact in person by each Director.

XII. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent

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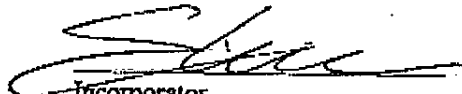
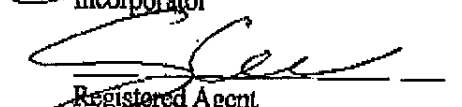
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permitted by law.

XIII. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing Corporations.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 28 of July, 1998.


Incorporator

Registered Agent

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Stephen Curran, who is personally known to me X or who has produced identification _____ type of identification _____, and who executed the foregoing Articles of Incorporation, and be acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State,

this 28 of July, 1998.



My Commission Expires 08-01-00


NOTARY PUBLIC
State of Florida

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to Florida Statutes Section 607.0501, the corporation named below hereby designates the person or corporation named below to serve as the corporation's registered agent for service of process with the State of Florida:

NAME OF CORPORATION : POD DESIGN, INC.
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NAME OF REGISTERED AGENT : Stephen Curran

ADDRESS OF REGISTERED AGENT : 3590 Main Highway
Coconut Grove, FL 33133

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned hereby accepts and agrees to the foregoing designation of the undersigned as registered agent for the above named corporation this ___ day of _____, 1998.


Stephen Curran

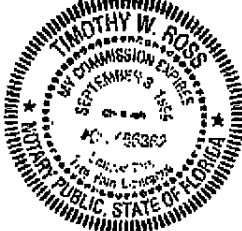
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Stephen Curran, personally known to me X or who has produced identification _____, type of identification _____, to be the person who executed the foregoing Certificate Designating Registered Agent and Registered Office, and he acknowledged before me that he executed same for the purposes and in the capacities set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 28 day of July, 1998.


NOTARY PUBLIC
State of Florida

My Commission Expires



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TALLAHASSEE, FLORIDA

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