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*Law Offices of
Flaster Koppel and Bates*

Secretary of State
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

A Partnership of Professional Associations

AMTRUST BANK PLAZA

8211 W. BROWARD BLVD., SUITE 230

PLANTATION, FL 33324

YOU WILL NEED TO CALL FOR THE STREET ADDRESS
IF YOU USE FEDERAL EXPRESS.

FAX (954) 370-7849

LAWRENCE MICHAEL FLASTER

DOUGLAS L. BATES

WAYNE S. KOPPEL

ERIC L. BERGER

Re:

500002719875--8

-12/22/98--01098--015

122.50 *78.75

Dear Sir or Madam:

Enclosed are the original and two copies of the Articles of Incorporation, including Registered Agent form, of the above proposed corporation, together with our check in the amount of \$122.50.

Please return the certified copy to the attention of the undersigned at this office.

If you have any questions with reference to the filing of these Articles of Incorporation, please call me before returning the enclosures to this office.

Thank you for your consideration.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
12/28/98

ARTICLES OF INCORPORATION

OF

SGS INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation shall be SGS INTERNATIONAL, INC.

ARTICLE II

This Corporation shall begin upon the filing of these Articles and shall have perpetual existence.

ARTICLE III

The name and address of the initial registered agent and office are:

WAYNE S. KOPPEL
8211 West Broward Boulevard, Suite 230
Plantation, FL 33324

ARTICLE IV

The purpose of the Corporation is to engage in any lawful business or activity.

ARTICLE V

Stock. This Corporation is authorized to issue one thousand (1000) shares of .01 dollar par value Common

ARTICLE VI

The name and address of the incorporator is:

GUY AMICO
3785 No. Federal Highway, Second Floor
Boca Raton, FL 33431

ARTICLE VII

The names and addresses of the initial directors and officers are:

STEVEN D. WYMAN - President/Director
3785 No. Federal Highway, Second Floor, Boca Raton, FL 33431

GILEAD BORDOLEY - Vice President/Director
3785 No. Federal Highway, Second Floor, Boca Raton, FL 33431

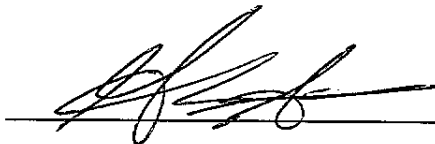
GUY AMICO - Secretary/Director
3785 No. Federal Highway, Second Floor, Boca Raton, FL 33431

SCOTT GOLDSTEIN - Treasurer/Director
3785 No. Federal Highway, Second Floor, Boca Raton, FL 33431

ARTICLE VIII

The corporation's principal office shall be at 3785 No. Federal Highway, Second Floor, Boca Raton, FL 3343, and the corporation's mailing address shall be that same address.

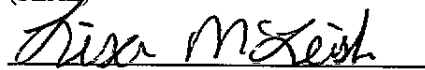
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation
this 21 day of December, 1998.



STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me, this 21 day of December, 1998, by Guy S. Amico, who is personally known to me or who has produced _____ as identification.

(SEAL)


(Signature of Notary/Clerk)

Lisa McLeish
(Printed Name)



(Rank)

(Serial Number, if any)

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That SGS INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at City of Boca Raton, County of Palm Beach, State of Florida, has named WAYNE S. KOPPEL, located at 8211 W. Broward Boulevard, Suite 230, City of Plantation, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: _____

WAYNE S. KOPPEL
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA