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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 26 AM 11:38

MEMORANDUM

DATE: *Friday, January 22, 1999*

TO: *Division of Corporations*
FLORIDA DEPARTMENT OF STATE

RE: *Silver Studios, Inc.*

400002754374--9
-01/26/99--01009--004
*****78.75 *****78.75

Dear Gentlemen/Ladies:

Please officially file Silver Studios, Inc. and return it to the following address:

**934 N. University Drive
Suite 1131
Coral Springs, FL 33071**

Questions: (954) 755-1330

*Please send the documents flat rather than folded when sent. **

Thank you.

JLC/clc

cc: None

JAY CRAMBLIT - SIGNATURE PACKAGING GROUP, INC.

D. BROWN JAN 29 1999

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ARTICLES OF INCORPORATION

Silver Studios, Inc.

I, the undersigned, being of legal age and a natural person, 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

The name of this corporation shall be **Silver Studios, Inc.** and the initial address of this corporation shall be 6501 Boca Circle, Boca Raton, Florida 33433.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized: 1,000,000
Par Value Per Share: \$.001
Class of Stock: Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be 6501 Boca Circle, Boca Raton, Florida 33433 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Marie LaFauci

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall by unanimous vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and mailing address of the first director(s) of the corporation, who shall hold office for the first year or until their successor(s) are duly elected and qualified shall be:

Marie LaFauci - 6501 Boca Circle, Boca Raton, Florida 33433.

ARTICLE VIII

The name and mailing address of the Incorporator is Marie LaFauci, 6501 Boca Circle, Boca Raton, Florida 33433.

ARTICLE IX

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 validated by the fact that any of the directors of this corporation are 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/she 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 officer of such other 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 contract or transaction, with like force and effect as if he/she were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 14th day of January, 1999.

Marie LaFauci
Marie LaFauci
INCORPORATOR, CHAIRMAN AND CEO
Silver Studios, Inc.

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Marie LaFauci, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein stated.

WITNESS my hand and official seal in the State and County aforesaid,
this 14th day of January, 1999.

Juanita Breedon
NOTARY PUBLIC

My commission expires:



FIDU#L120540686230
JUANITA BREEDON
My Commission CC537857
Expires Mar. 06, 2000

4/02

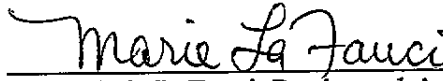
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED.

In compliance with the laws of Florida, the following is submitted:

First, that **Silver Studios, Inc.** desiring to organize under
the laws of the State of Florida, has named Marie LaFauci, 6501 Boca Circle,
Boca Raton, Florida 33433 of Palm Beach County, State of Florida,
as its statutory Registered Agent.

Mailing Address: 6501 Boca Circle, Boca Raton, Florida 33433
of Palm Beach County, State of Florida.

Having been named the statutory Registered Agent of the above corporation
at the place designated in this certificate, I hereby accept the same and agree
to act in this capacity, and agree to comply with the provisions of Florida law
relative to keeping the registered office open.



Marie LaFauci, Registered Agent
Silver Studios, Inc.

Dated this 14th day of January, 1999

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