

*William C. Malone, IV*

ATTORNEY AND COUNSELOR AT LAW

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March 2, 1999

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

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-03/04/99--01024--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: GRAPHIX XTRAVAGANZA COMPANY

Dear Secretary:

Enclosed please find the Articles of Incorporation for Graphix Xtravaganza Company, with a copy.

Please date stamp the copy and return it to me in the envelope provided. Enclosed is our check for the filing fee in the amount of \$70.00.

Very truly yours,

  
William C. Malone, IV

WCM/ss

Enclosures

FILED  
99 MAR -4 AM 8:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SP  
3/9

ARTICLES OF INCORPORATION  
OF  
GRAPHIX XTRAVAGANZA COMPANY

**FILED**  
99 MAR -4 AM 8:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Graphix Xtravaganza Company.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of General engaging in the transaction of any and all business activities permitted under the laws of FL and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of

Directors shall be Three. The number of directors may be increased or decreased from time to time, as provided in this corporation's Bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Javier Rodriguez, 11601 S. Orange Blossom Trail, Suite 1074,  
Orlando, FL 32837

Francis T. Rodriguez, 12660 Old Castle Drive, Orlando, FL 32837

Juan J. Arocha, 12242 Bohannon Boulevard, Orlando, FL 32824

#### ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 827 Menendez Court, Orlando, FL 32801.

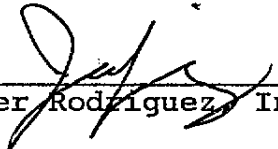
The name of the individual who shall serve as this corporation's initial registered agent at that address is: William C. Malone, IV.

#### ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Javier Rodriguez, 11601 S. Orange Blossom Trail, Suite 1074, Orlando, FL 32837. The principal address of the corporation is 11601 S. Orange Blossom Trail, Suite 1074, Orlando, FL 32837.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
\_\_\_\_\_  
Javier Rodriguez, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24th day of February, 1999, by William C. Malone, IV.

  
\_\_\_\_\_  
William C. Malone, IV

Personally known to me.

Affix Seal Below:



WILLIAM C. MALONE, IV  
COMMISSION # CC 567600  
EXPIRES JUL 05, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Accepted by:   
\_\_\_\_\_  
William C. Malone, IV, Registered Agent

FILED  
99 MAR -4 AM 8:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA