

TRANSMITTAL LETTER

P99000034558

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

000002836600--3
-04/12/99--01120--011
*****70.00 *****70.00

SUBJECT: MONK GRAFIX, INCORPORATION
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: WARREN SCHWARZ
Name (Printed or typed)

13 SAND DOLLAR DRIVE
Address

ORMOND BEACH, FL 32176
City, State & Zip

904-788-5211
Daytime Telephone number

RMC
4/15/99

FILED
99 APR 12 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF**

MonkGrafix, Inc.

ARTICLE I

The name of the Corporation is

MonkGrafix, Inc.

ARTICLE II

Its principal office in the State of Florida is 13 Sand Dollar Drive, Ormond Beach, FL 3176.

ARTICLE III

The amount of the total authorized capital stock of the Corporation is One Hundred Dollars (\$100.00) consisting of one hundred (100) shares of stock at the par value of One Dollar (\$1.00) each.

The designations, preferences, and relative participating option or other special rights, or qualifications, limitations or restrictions thereof are as follows:

No stockholder of this Corporations shall by reason of his holding shares of any class have any preemptive or preferential right to purchase or subscribe to any shares or any class of this Corporation, now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class of this Corporation, now or hereafter to be authorized, whether or not the issuance of any such shares, or notes, debentures, bonds, or other securities would adversely affect the dividend or voting rights of any such shareholder, other than such rights, if any, as the Board of Directors from time to time may grant, and at such price as the Board of Directors in its discretion may fix; and the Board of Directors may issue shares of any class of this Corporation, or any other notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, without offering any such shares to any class, either in whole or in part, to the existing stockholder of any class.

The capital stock, after the amount of this subscription price, or par value, has been paid in full, shall not be subject to assessment to pay the debts of the Corporation.

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ARTICLE IV

The name and address of the initial registered agent is:

Warren Schwarz
13 Sand Dollar Drive
Ormond Beach, FL 32176

The initial registered address of the Corporation is:

MonkGrafix
13 Sand Dollar Drive
Ormond Beach, FL 32176

ARTICLE V

The name and post office address of each of the incorporators signing the Articles of Incorporation are as follows:

Warren Schwarz
13 Sand Dollar Drive
Ormond Beach, FL 32176

Tammy Schwarz
13 Sand Dollar Drive
Ormond Beach, FL 32176

ARTICLE VI

The nature of the business, or objects or purposes proposed to be transacted, promoted, or carried on are: to engage in any lawful activity and to manufacture, purchase, or otherwise acquire, invest in, own, mortgage, pledge, sell, assign, and transfer or otherwise dispose of, trade, deal in and with goods, wares, and merchandise, personal property of every class and description, intellectual property of every class and discription, and to provide personal and commercial graphical services.

To acquire, and pay for in cash, stocks, or bonds of this Corporation or otherwise, the goodwill, rights, assets, and property, and to take, undertake or assume, the whole or any part of the obligation or liabilities of any person, firm, association, or Corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in request of, mortgage, or otherwise dispose of letters or patents of the United States or any foreign country, patent rights, licenses, privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this Corporation.

To guarantee, purchase, hold, sell, assign, lease, grant, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of or any other bonds, securities or evidence of the indebtedness created by any other corporation or corporation of this state or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

To borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at specified times, and payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed, or in payment of property purchased or acquired or for any other lawful objects.

To purchase, hold, sell, transfer shares of its own capital stock, and use therefore its capital, capital surplus, surplus, or any other property or funds; provided it shall not use its funds or property for the purchase of its own capital stock when any such use would cause any impairment to its capital; and provide further, that shares of its own capital stock belonging to it shall be voted upon, directly or indirectly, nor counted as outstanding, for the purpose of computing any stockholders' quorum or vote.

To conduct business, have one or more of its offices, and hold, purchase, mortgage, and convey real property in this state, and in any of the several states, territories, possessions, and dependencies of the United States of America, the District of Columbia, and any foreign country.

To do all and everything necessary and proper for the accomplishment of the objects herein before enumerated or necessary or incidental for the protection or benefit of the Corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation, whether or not such business is similar in nature to the objects herein before set forth.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause in the Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

ARTICLE VII

The governing board of this Corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-laws of this Corporation, provided that the number of directors shall not be reduced to less than two (2). The names and post office addresses of the First Board of Directors, which shall be two (2) in number, are as follows:

Warren Schwarz
13 Sand Dollar Drive
Ormond Beach, FL 32176

Tammy Schwarz
13 Sand Dollar Drive
Ormond Beach, FL 32176

ARTICLE VIII

The Corporation is to have perpetual existence.

ARTICLE IX

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

Subject to the By-laws, if any, adopted by the stockholders, to make, alter, or amend the By-laws of the Corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in and to authorize and cause to be executed mortgages and liens upon real and personal property of this Corporation.

By resolution passed by the majority of the whole Board, to designate one (1) or more committees, each committee to consist of one (1) or more Directors of the Corporation, which, to the extent providing the resolution or in the By-laws of the Corporation, shall have and may exercise the powers of the Board of Directors and the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the By-laws of the Corporation or may be determined from time to time by the Board of Directors.

When authorized by the affirmative vote of the stockholders holding stock entitling them to exercise at least a majority of the voting power given at a stockholders meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of the Corporation including its goodwill and its corporate franchises upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the Corporation.

ARTICLE X

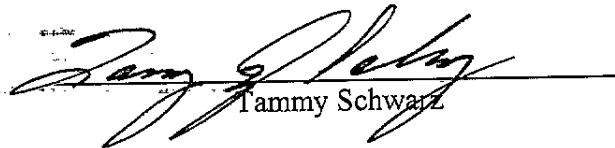
Meetings of the stockholders may be held outside the State of Florida, if the By-laws so provide. The books of the Corporation may be kept (subject to any provisions contained in the Statutes) outside the State of Florida when such place or places may be designated from time to time by the Board of Directors or in the By-laws of the Corporation.

ARTICLE XI

This Corporation reserves the right to alter, change, or repeal any provision contained in the Articles of Incorporation, in any manner now or hereafter prescribed by Statute, or by the Articles of Incorporation and all rights conferred upon stockholders herein are granted subject to this reservation.

We the undersigned, being each of the incorporators herein before named for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do hereby make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereto set our hand this 8th day of April 1999.

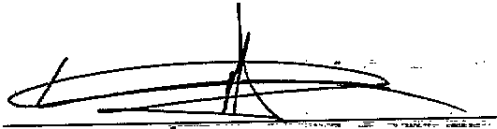

Warren Schwarz


Tammy Schwarz

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

In compliance with the Florida Statutes, the following is submitted:

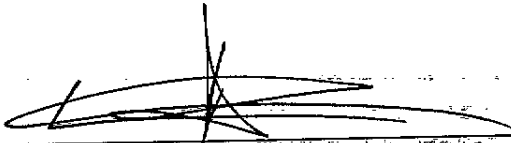
MonkGrafix, Inc., desiring to organize and qualify under the laws of the State of Florida, with its principal place of business at 13 Sand Dollar Drive, Ormond Beach, Florida 32176, has named **Warren Schwarz**, located at 13 Sand Dollar Drive, Ormond Beach, FL 32176 as its agent to accept service or process within the State of Florida.



Warren Schwarz
President
April 8, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statues relative to the proper and complete performance of my duties.



Warren Schwarz
Registered Agent
April 8, 1999