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PLEASE REPLY TO:

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MILTON S. BLAUT X
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* BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER

† MEMBER OF D.C. BAR
X MEMBER OF N.Y. BAR
‡ MEMBER OF OHIO BAR

◊ BOARD CERTIFIED REAL ESTATE LAWYER

FILE NO.:

Hollywood

(Pending)

May 14, 1999

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

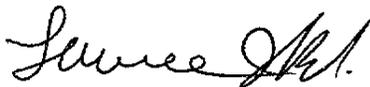
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-05/17/99-01107-019
****122.50 ****78.75

RE: Autoprint America, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of Articles of Incorporation for Autoprint America, Inc., together with a check in the amount of \$122.50. Please file the Articles of Incorporation and return a certified copy to me as soon as the filing has been accomplished.

Sincerely yours,



LAURENCE I. BLAIR

LIB:rk/358953

Enclosure

c: Mr. and Mrs. Fred Hjelmeir

FILED
99 MAY 17 PM 4: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
AUTOPRINT AMERICA, INC.

FILED
99 MAY 17 PM 4: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation shall be AUTOPRINT AMERICA, INC.

ARTICLE II

ADDRESS: The mailing address and street address of the initial principal office of the corporation shall be 1520 N.W.65 Avenue, Ft. Lauderdale, FL 33313.

ARTICLE III

NATURE OF BUSINESS: The corporation is organized for the purpose of transacting any and all business for which corporations may be formed under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK: This corporation shall be authorized to issue 1000 shares of \$1.00 par value common stock.

ARTICLE V

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The name and street address of the initial registered agent of this corporation shall be: Laurence I. Blair, Esquire, c/o Abrams Anton P.A., 2021 Tyler Street, Hollywood, FL 33020.

ARTICLE VII

DIRECTORS: The corporation shall have two (2) directors initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTOR: The name and address of the initial directors who shall hold office for the first year of existence of the corporation or until their successor have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Fred M. Hjelmeir	1520 N.W. 65th Avenue Ft. Lauderdale, FL 33313
Beverly E. Hjelmeir	1520 N.W. 65th Avenue Ft. Lauderdale, FL 33313

ARTICLE IX

INCORPORATORS: The names and addresses of the incorporators to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Fred M. Hjelmeir	1520 N.W. 65th Avenue Ft. Lauderdale, FL 33313
Beverly E. Hjelmeir	1520 N.W. 65th Avenue Ft. Lauderdale, FL 33313

ARTICLE X

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Corporation may indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was an officer of the Corporation; (iii) is or was serving, at the request of the Corporation, as a director of another corporation, provided that such person is or was at the time a director of such other corporation serving at the request of the Corporation; or (iv) is or was serving, at the request of the Corporation, as an officer of another corporation, provided that such person is or was at the

time an officer of such other corporation serving at the request of the Corporation. Unless otherwise expressly prohibited by Florida law the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any such person. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE XI

PREEMPTIVE RIGHTS: The corporation provides each of its shareholders with all preemptive rights provided by Florida law.

ARTICLE XII

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XIII

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

The undersigned incorporators have executed these Articles of Incorporation this 12th day of May, 1999.


FRÉD M. HJELMEIR

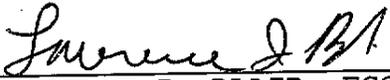

BEVERLY E. HJELMEIR

FILED
99 MAY 17 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as the Registered Agent to accept service process for Autoprint America, Inc. at the place designated in the Articles of Incorporation, I agree to act in this capacity, I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of the Registered Agent.

Dated: May 14, 1999.


LAURENCE I. BLAIR, ESQUIRE