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THE SENATOR LAW CENTER
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P 99000043926
July 8, 1999

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

Re: Kathleen A. Byrnes, Inc.
Our File No.: 2518C

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation, as well as the Certificate of Designation of Registered Agent/Registered Office, for the above-referenced corporation. Please return a certified copy of the Articles to this office. Our check in the amount of \$78.75 is enclosed herewith.

Thank you.

Very truly yours,



Stanley M. Pred, Esquire

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

KATHLEEN A. BYRNES, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is KATHLEEN A. BYRNES, INC.

ARTICLE II

The existence of the corporation shall begin on the date of filing.

ARTICLE III

PURPOSE: The general nature of the business to be transacted by this corporation is to engage in graphics and publish the products.

To transact any other lawful business for which companies may be incorporated under the Florida General Corporation Act.

To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

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TALLAHASSEE, FLORIDA

ARTICLE IV

The street address of the principal office of the corporation is:

17101 N.W. 10th Court
Miami, Florida 33169

ARTICLE V

The maximum number of shares this corporation is authorized to issue is 1,000, par value \$0.10 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

It is intended that the capital stock issued by this corporation shall qualify for the benefits of Section 1244 of the Internal Revenue Code of 1954, as amended, and that the offer, sale, and issue of such shares shall be accomplished in accordance with the terms and conditions of that Section.

ARTICLE VI

PREEMPTIVE RIGHTS: Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

DIRECTORS: The business of this corporation shall be managed by a Board of Directors. There shall be one (1) director initially. The number of directors may be increased up to five (5), if so voted by the stockholders at any stockholder meeting. The name and address of the initial director who shall also serve as President of this corporation is:

KATHLEEN A. BYRNES
17101 N.W. 10th Court
Miami, Florida 33169

ARTICLE VIII

The initial street address of the corporation's registered office is: 13899 Biscayne Boulevard, Suite 105, North Miami Beach, Florida 33181. The initial registered agent for the corporation at that address is Stanley M. Pred.

ARTICLE IX

The name and street address of the incorporator of these Articles of Incorporation is:

Kathleen A. Byrnes	17101 N.W. 10th Court
	Miami, Florida 33169

ARTICLE X

AMENDMENTS: This corporation reserves the right to amend or repeal any

provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation,

The power to adopt, alter, amend or repeal by law shall be vested in and is hereby reserved to the shareholders. By-Laws shall be adopted, altered, amended or repealed as provided therein.

The undersigned has on June 30, 1999 executed these Articles of Incorporation.

Kathleen A. Byrnes
KATHLEEN A. BYRNES
Sole Director

WITNESSES:

[Signature]
Sylvia M. Archibald

STATE OF FLORIDA

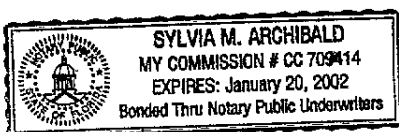
COUNTY OF ~~MIAMI DADE~~

)
) ss:
) Broward

The foregoing instrument was acknowledged before me this 30th day of June, 1999, by KATHLEEN A. BYRNES, who is personally known to me or who produced FL. Driver's License as identification and who did take an oath.

[Signature]
Notary Public, State of Florida at Large

My Commission Expires:



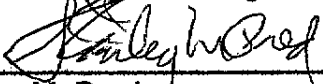
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Kathleen A. Byrnes, Inc.
2. The name and address of the registered agent and office is:

Stanley M. Pred
13899 Biscayne Boulevard
Suite #105
North Miami Beach, Florida 33181

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Stanley M. Pred
June 22, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA