

ACCOUNT NO. : 072100000032

REFERENCE :

COST LIMIT: \$ 78.75

ORDER DATE: January 25, 2001

ORDER TIME: 10:02 AM

ORDER NO. : 977268-005

CUSTOMER NO: 137709A

CUSTOMER: Erin Smith Aebel, Esq

Gardner Wilkes Shaheen &

Candelora

2650 Suntrust Financial Center

401 East Jackson Street

Tampa, FL 33602

DOMESTIC FILING

NAME:

AXIOM WORLDWIDE, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

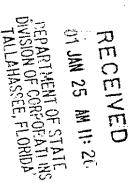
\_\_\_ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116

EXAMINER'S INITIALS:





# # FILED SECRETARY OF STATE ARTICLES OF INCORPORATION DIVISION OF CORPORATIONS

OF

01 JAN 25 AM 11: 46

#### AXIOM WORLDWIDE, INC.

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of incorporation under the laws of the State of Florida.

#### ARTICLE I NAME

The name of this corporation is AXIOM WORLDWIDE, INC.

#### ARTICLE II TERMS OF EXISTENCE

This corporation shall commence as of the date these Articles of Incorporation are filed with the Department of State and shall exist perpetually thereafter until dissolved according to law.

#### ARTICLE III NATURE OF BUSINESS

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

### ARTICLE IV CAPITAL STRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock, having a par value of \$.01 per share.

### ARTICLE V INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The initial registered agent of this corporation shall be: Erin Smith Aebel. The street address of the initial registered agent of this corporation shall be: 401 East Jackson Street, Suite 2650, Tampa, Florida 33602. The street address of the principal office of this corporation is: 3830 Gunn Highway, Tampa, Florida 33624.

#### ARTICLE VI BOARD OF DIRECTORS

The Board of Directors for this corporation shall consist of one or more members. Except for the number constituting the initial Board of Directors, the appointment of directors shall be decided by majority vote of the stockholders.

### ARTICLE VII INITIAL BOARD OF DIRECTORS

The name and street addresses of the members of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the stockholders or until their successors are elected and qualified, or until their resignations, removal from office, or deaths are:

Name:

Address:

James J. Gibson, Jr.

3830 Gunn Highway

Tampa, Florida 33624.

### ARTICLE VIII INCORPORATOR

The name and street address of the incorporator is:

Name:

Address:

Erin Smith Aebel

401 East Jackson Street, Suite 2650

Tampa, Florida 33602

## ARTICLE IX INDEMNIFICATION

The corporation may indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

## ARTICLE X AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time by a resolution, adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority

vote of the stockholders of the corporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 24th day of January, 2001.

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 24th day of January, 2001, by who is personally known to me or has produced Erin Smith Aebel, as identification.

Print, Type or

Stamp Name:

Minerva Hernandez

My Commission CC710154

Notary Public, State of Florida

Serial No., if any:

#### ACCEPTANCE OF SERVICE AS REGISTERED AGENT

Erin Smith Aebel, having been named as registered agent to accept service of process for the above named corporation at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered office:

401 East Jackson Street, Suite 2650 Tampa, Florida 33602

The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 24th day of January, 2001.

Eun Smith achel

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