

F010000002422

TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Von Hoffmann Graphics, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Phil Reinkemeyer  
(Name of Person)  
Von Hoffmann Graphics, Inc.  
(Firm/Company)  
1000 Camera Avenue  
(Address)  
St. Louis, MO 63126  
(City/State and Zip code)

For further information concerning this matter, please call:

600004133496--6  
-05/03/01--01060--002  
\*\*\*\*\*37.50 \*\*\*\*\*37.50

Phil Reinkemeyer at ( 314 ) 835-3353  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
01 MAY -2 AM 9:44  
FILED  
WR 5/7

SP

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Von Hoffmann Graphics, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware (State or country under the law of which it is incorporated)
3. 43-0787287 (FEI number, if applicable)

4. November 4, 1999 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1000 Camera Avenue, St. Louis, MO 63126
(Principal office address)

1000 Camera Avenue, St. Louis, MO 63126
(Current mailing address)

8. To solicit the sale of printed perfect bound and/or saddle stitch books
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation Systems

Office Address: 1200 S. Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further 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 obligations of my position as registered agent.

See Attached Consent
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
01 MAY -2 AM 9:44
TALAHASSEE FLORIDA
SECRETARY OF STATE

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Robert Uhlenhop

Address: 6 Claycrest Drive, St. Louis, MO 63131

Vice Chairman: N/A

Address: \_\_\_\_\_

Director: Thompson Dean

Address: 277 Park Avenue, New York, NY 10172

Director: David Burgstahler

Address: 277 Park Avenue, New York, NY 10172

B. OFFICERS

President: Robert S. Mathews

Address: 465 Newport Heights, Alpharetta, GA 30005

Vice President: N/A

Address: \_\_\_\_\_

Secretary: Cindy A. Batchelor

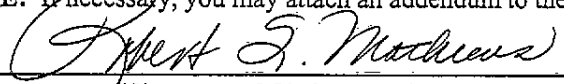
Address: 3658 Highway 61, Festus, MO 63028

Treasurer: Peter S. Mitchell

Address: 53 Daryl Lane, Ladue, MO 63124

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert S. Mathews, President  
(Typed or printed name and capacity of person signing application)

ACCEPTANCE OF APPOINTMENT

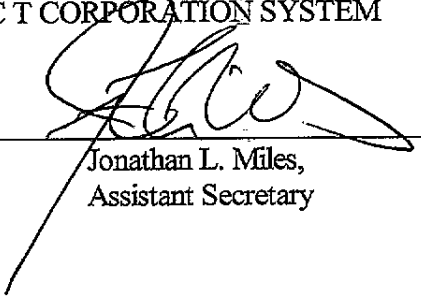
RE: VON HOFFMANN GRAPHICS, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: April 25, 2001

C T CORPORATION SYSTEM

By \_\_\_\_\_

  
Jonathan L. Miles,  
Assistant Secretary

**FILED**  
01 MAY -2 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*State of Delaware*  
*Office of the Secretary of State*

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VON HOFFMANN GRAPHICS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF APRIL, A.D. 2001.

**FILED**  
01 MAY -2 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

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AUTHENTICATION: 1086315

DATE: 04-18-01