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DIVISION OF CORPORATIONS

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**F19485**

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**CANVAS PRODUCTS OF JACKSONVILLE, INC.**

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October 19, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CANVAS PRODUCTS OF JACKSONVILLE, INC.  
200 W. FORSYTH ST  
SUITE 1100  
JACKSONVILLE, FL 32202US

SUBJECT: CANVAS PRODUCTS OF JACKSONVILLE, INC.  
REF: F19485

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DIVISION OF CORPORATIONS  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CANVAS PRODUCTS OF JACKSONVILLE, INC.**

Pursuant to Section 607.1001, Florida Statutes, the Articles of Incorporation of Canvas Products of Jacksonville, Inc., originally filed on February 12, 1981, are amended and restated in their entirety to read as follows:

**ARTICLE I - NAME**

The name of the corporation is CPJ Holdings, Inc. (the "Corporation").

**ARTICLE II - ADDRESS**

The street address of the principal office and the mailing address of the Corporation are:

11320 Distribution Avenue East  
Jacksonville, Florida 32256

**ARTICLE III - DURATION AND EXISTENCE; EFFECTIVE DATE**

The Corporation will exist perpetually. These Amended and Restated Articles of Incorporation shall be effective as of October 19, 2007, unless the filing of these Amended and Restated Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE IV - PURPOSE**

The Corporation is organized for the purpose of performing all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE V - AUTHORIZED SHARES**

The aggregate number of shares which this Corporation is authorized to issue is 1,000,000 shares of common stock. Each share shall have a par value of \$0.01.

**ARTICLE VI - REGISTERED OFFICE AND AGENT**

The Corporation hereby (i) designates 554 Lomax Street, Jacksonville, Florida 32204 as the street address of the Corporation's registered office, and (ii) names Contega Business Services, LLC, as the Corporation's registered agent at that address to accept service of process within the State of Florida.

Prepared by:  
Contega Business Services, LLC  
554 Lomax Street  
Jacksonville, Florida 32204  
904-355-4541

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**ARTICLE VII - DIRECTORS**

The number of directors may be either increased or decreased from time to time, as provided by the Corporation's bylaws, but shall never be less than one (1).

**ARTICLE VIII - INDEMNIFICATION**

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.


(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

**ADOPTION OF AMENDED ARTICLES OF INCORPORATION**

The foregoing Amended and Restated Articles of Incorporation were adopted and approved by the Corporation's sole shareholder pursuant to Section 607.1003(6), Florida Statutes, on October 19, 2007. The number of votes cast by the sole shareholder for the amendments contained in the foregoing Amended and Restated Articles of Incorporation was sufficient for approval of the same.

IN WITNESS THEREOF, the undersigned, acting on behalf of the Corporation, has hereunto set his hand and seal this 19th day of October, 2007.

**CANVAS PRODUCTS OF JACKSONVILLE, INC.**

By:   
Richard A. Bedard, President

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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned (i) agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 607, Florida Statutes, and (ii) acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

Dated: October 19, 2007

**CONTEGA BUSINESS SERVICES, LLC**

By: Christian Cox Prejcan, VP  
Christian Cox Prejcan, Vice President