

F95000000379

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: COLOR IMAGES, 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:

WILLIAM J. APPEL
(Name of Person)

COLOR IMAGES, INC.
(Firm/Company)

9301 WELLINGTON PARK CIRCLE
(Address)

TAMPA, FL 33647
(City, State and Zip Code)

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*****78.75 *****78.75

Should you need to call someone concerning this matter, please call:

WILLIAM J. APPEL at (813) 973-7332.
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 JAN 24 PM 12:13

1/24



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 10, 1995

WILLIAM J. APPEL
COLOR IMAGES, INC.
9301 WELLINGTON PARK CIRCLE
TAMPA, FL 33647

SUBJECT: COLOR IMAGES, INC.
Ref. Number: W95000000638

We have received your document for COLOR IMAGES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

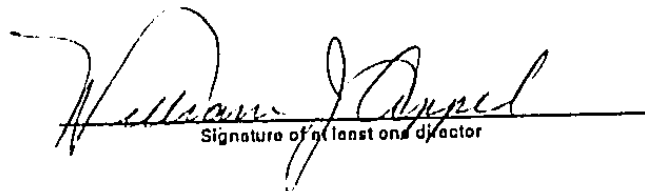
Letter Number: 195A00001054

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned WILLIAM J. APPEL, do hereby certify that this Resolution of the Board of Directors of Color Images, Inc., a corporation duly organized and existing under the laws of the State of OKLAHOMA, was duly adopted on JANUARY 19, 1995.

Resolved, that COLOR IMAGES, INC., organized and existing in the State of OKLAHOMA, hereby adopts the name FLORIDA COLOR IMAGES, INC. for use in Florida.

Dated: JANUARY 19, 1995


Signature of at least one director

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

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

1. COLOR IMAGES, 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. OKLAHOMA, USA
(State or country under the law of which it is incorporated)
3. 73-134 6229
(FEI number, if applicable)
4. JULY 28, 1989
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. JANUARY 13, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 9301 WELLINGTON PARK CIRCLE
TAMPA, FLORIDA 33647
(Current mailing address)
8. TO MANUFACTURE, SELL & DISTRIBUTE PRODUCTS & PERFORM LAWFUL SERVICES
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: WILLIAM J. APPEL
Office Address: 9301 WELLINGTON PARK CIRCLE
TAMPA, Florida, 33647
(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.

William J. Appel
(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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 24 PM 4:13 '95

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

A. DIRECTORS

Chairman: WILLIAM J. APPEL
Address: 9301 WELLINGTON PARK CIRCLE
TAMPA, FL 33647
Vice Chairman: MARY ELLEN APPEL
Address: 9301 WELLINGTON PARK CIRCLE
TAMPA, FL 33647
Director: _____
Address: _____
Director: _____
Address: _____

B. OFFICERS

President: WILLIAM J. APPEL
Address: 9301 WELLINGTON PARK CIRCLE
TAMPA, FL 33647
Vice President: MARY ELLEN APPEL
Address: 9301 WELLINGTON PARK CIRCLE
TAMPA, FL 33647
Secretary: MARY ELLEN APPEL
Address: 9301 WELLINGTON PARK CIRCLE
TAMPA, FL 33647
Treasurer: WILLIAM J. APPEL
Address: 9301 WELLINGTON PARK CIRCLE
TAMPA, FL 33647

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

13.

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

14.

WILLIAM J. APPEL, PRESIDENT & CHAIRMAN
(Typed or printed name and capacity of person signing application)

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING
(DOMESTIC CORPORATION)

I, THE UNDERSIGNED, Secretary of State of the State of Oklahoma, do hereby certify that I am by the laws of said State the custodian of the records of the State of Oklahoma relating to the right of corporations to transact business in this State, and am the proper officer to execute this certificate.

I FURTHER CERTIFY that COLOR IMAGES, INC.
whose registered agent is: Daniel Gregory Starts
with its registered office at 4351 S. St. Louis, Tulsa, Oklahoma is a corporation duly organized and existing under and by virtue of the laws of the State of Oklahoma, and is in good standing according to the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.

IN TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



Done at the City of Oklahoma City, this 30th day of
December, 1994.

Geo. Henley
Secretary of State

By: Kary J. Ford