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April 4, 2000

Secretary of State
Division of Corporation
P.O. Box 5588
Tallahassee, FL 32314

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-04/06/00--01066--012
****122.50 *****78.75

RE: S & G Printing, Inc.

Dear Sir/Madam:

Please find the enclosed Articles of Incorporation on the above referenced corporation. I have enclosed a check in the amount of \$122.50 to cover the cost.

If you have any questions, please do not hesitate to contact my office.

Very Truly Yours,

M.D. Purcell, Jr.

/lmv
Enclosures

Called 4/12
No Return Call

EFFECTIVE DATE
4-3-00

FILED
00 APR - 6 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFILIATED OFFICES
NEW YORK CITY • NEWARK, NEW JERSEY • LOS ANGELES, CALIFORNIA
ORLANDO, FLORIDA • JACKSONVILLE, FLORIDA • MIAMI, FLORIDA • WEST PALM BEACH, FLORIDA

T BROWN MAY 30 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 17, 2000

M.D. PURCELL, JR.
BARR, MURMAN, TONELLI, ET AL
P.O. BOX 172669
TAMPA, FL 33672-0669

SUBJECT: S & G PRINTING, INC.
Ref. Number: W00000009635

We have received your document for S & G PRINTING, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of 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 (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 500A00020894

EFFECTIVE DATE

4-3-00

CERTIFICATE AND ARTICLES OF INCORPORATION
OF
S & G PRINTING, INC.

FILED
00 APR -6 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons, having the age of eighteen (18) years or more, have associated themselves for the purpose of forming a corporation under the laws of the State of Florida and do hereby adopt the following Certificate and Articles of Incorporation.

1. **Name.** The name of this corporation is S & G Printing, Inc.
2. **Purpose and Powers.** This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time, and specifically but not limited thereof, the purpose of: Commercial printing.

This corporation shall have the broad general powers set forth by regulation and statute in this state.

3. **Duration.** The duration of this corporation shall be for in perpetuity.
4. **Statutory/ Registered Agent.** The corporation appoints Eugene Kelly who is a bona fide resident of Florida. This appointment may be revoked at any time in accordance with the rules of the State of Florida.
5. **Principal Office.** The initial principal office of the business shall be:

Street Address: 10900 47th St. North, Clearwater, Florida 33762.

Mailing Address: 10900 47th St. North, Clearwater, Florida 33762.

Copies of all corporate records shall be kept at the registered place of business.

6. **Board of Directors.** The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the bylaws. In case of any increase in the number of directors, the additional directors shall be elected by the shareholders at an annual or special meeting, as shall be provided in the bylaws.

The initial Board of Directors shall consist of two persons, who shall serve until their successors are qualified according to the bylaws, and whose names and addresses are:

Eugene Kelly, 7712 Hinsdale Dr., Tampa, Florida 33615.

Elgin Brandes, Jr., 3137 20th St. North, St. Petersburg, Florida 33713.

7. **Amendment of Bylaws.** Both the shareholders and the board of directors shall have the power to amend the bylaws as provided in the bylaws.

8. **Incorporators.** The name and address of the undersigned incorporator is:

Eugene Kelly, 7712 Hinsdale Dr., Tampa, Florida 33615.

All powers, duties and responsibilities of the incorporator shall cease at the time of delivery of this Certificate and Articles of Incorporation to the person or department with whom the Articles are filed.

9. **Commencing Business.** The minimum amount of capital with which the corporation shall commence business is zero (\$0.00) dollars.

10. **Capital Stock.** The authorized capital stock of the corporation shall be as follows:

The number of Class "A" shares of common voting stock shall be one-thousand (1,000) shares with a par value of one dollar (\$1.00) per share.

The shareholders of the corporation at any duly constituted meeting may, by resolution

having unanimous approval of all holders of stock outstanding and issued and recorded in writing in the minutes of a meeting, places such restrictions upon the transfer or encumbrance of the capital stock of the corporation as they deem advisable, so long as such restriction is reasonable and not an undue restraint or alienation of stock. At such meeting the shareholders may determine the method by which the restrictions upon transfer or encumbrance of the capital stock of the corporation may thereafter be rescinded or modified, and in the absence of such a determination, such restrictions shall be rescinded or modified, only by unanimous approval of all the shareholders at a meeting called for such purpose. All such restrictions on the transfer or encumbrance of a stock of this corporation shall be recorded on all certificates of stock in every shareholder, his heirs, assigns and personal representatives.

11. **Preemptive Rights.** Any preemptive rights that are to be granted to the stockholders are as follows:

All stock of the corporation shall be subject to these restrictions and have endorsed thereon the appropriate notice contained in this paragraph.

Other preemptive rights adopted by this corporation are as follows: None.

No other preemptive rights will be amended into the Certificate and Articles of Incorporation without unanimous vote of the stockholders.

12. **Other Provisions.** There are no other provisions.

13. **Additional Articles.** The corporation adopts the following additional articles, as required by the laws of this state:

None.

14. **Statutory/ Registered Agent Verification.** Having been designated to act as Statutory/ Registered Agent, I hereby consent to act in that capacity until removed or until my resignation is

submitted in accordance with the laws of this state.

FILED
00 APR -6 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Statutory/ Registered Agent can be reached at the following address:

8319 Habana St., Tampa, Florida 33614.

Dated:

4/3/00

Eugene Kelly

Eugene Kelly

Signature of Statutory/ Registered Agent

IN WITNESS WHEREOF, the following incorporator has signed these Articles of Incorporation, intending that they become effective as of this date: April 3, 2000.

Printed Name

Signature

Eugene Kelly

Eugene Kelly

THE AFORESIGNED, Eugene Kelly, having shown FLA D.L #K400-216-42-344 as proof of identification, has SWORN TO AND SUBSCRIBED before me, this 3rd day of APRIL, 2000.

Lisa M. Vann

NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:



Lisa M. Vann
MY COMMISSION # CC769781 EXPIRES
August 23, 2002
BONDED THRU TROY FAIR INSURANCE, INC.