

# P00000076012

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-07/24/00--01131--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Publisher's Ink, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee  
☒ \$78.75 Filing Fee  
& Certificate of Status

☐ \$78.75 Filing Fee  
& Certified Copy  
☐ \$87.50 Filing Fee,  
Certified Copy  
& Certificate of  
Status  
**ADDITIONAL COPY REQUIRED**

FROM: Scott Tarnell  
Name (Printed or typed)

3907 Woodglade Cove  
Address

Winter Park, FL 32792  
City, State & Zip

407-275-7036  
Daytime Telephone number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 AUG 10 PM 3:26

NOTE: Please provide the original and one copy of the articles.

2555  
W000-12652

8/10/00



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 AUG 10 PM 3:26

FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 26, 2000

SCOTT TARNELL  
3907 WOODGLADE COVE  
WINTER PARK, FL 32792

SUBJECT: PUBLISHER'S INK, INC.  
Ref. Number: W00000018652

We have received your document for PUBLISHER'S INK, INC.. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your 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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 900A00040788

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 AUG 10 PM 3: 26

**ARTICLES OF INCORPORATION**  
**OF**

**Publisher's Ink, Inc.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be: Publisher's Ink, Inc.  
The principal place of business of this corporation shall be:

205 E 1<sup>st</sup> Street  
Sanford, FL 32771-1372  
Seminole County

**ARTICLE II. NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE III. EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

3907 Woodglade Cove  
Winter Park, FL 32792-6317

and the name of the initial registered agent of this corporation at that address is:

Scott D. Tarnell

**ARTICLE V. CAPITAL STOCK**

**COMMON STOCK**

The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares having a par value of \$0.10 per share.

#### **PREFERRED STOCK**

The maximum number of shares of preferred stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares having a par value of \$1.00. The dividends authorized to preferred stock holders will be cumulative. These shares will have preemptive rights. Preferred Stockholders do not have the right to participate in the management of the Company(non voting).

#### **ARTICLE VI. PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors, initially. The name and street addresses of the initial Board of Directors is:

Scott D. Tarnell  
3907 Woodglade Cove  
Winter Park, FL 32792

Gilbert O. Burch, Jr.  
618 Queens Bridge Drive  
Lake Mary, FL 32746

John C. Noles  
169 West Broadway  
Oviedo, FL 32756

#### **ARTICLE VIII. INITIAL OFFICERS**

The initial officers of this corporation, to serve until successors are elected and have qualified, are as follows:

|                 |                       |
|-----------------|-----------------------|
| President:      | Gilbert O. Burch, Jr. |
| Vice President: | Scott D. Tarnell      |
| Secretary:      | Scott D. Tarnell      |
| Treasurer:      | Scott D. Tarnell      |

## **ARTICLE IX. INITIAL STOCK SUBSCRIPTION**

The name and street address of the subscriber to these Articles of Incorporation is:

Scott D. Tarnell  
3907 Woodglade Cove  
Winter Park, FL 32792

## **ARTICLE X. AMENDMENTS**

Amendments to these Articles of Incorporation may be proposed and adopted at any annual or special meeting of the Common Stock Holders provided that notice of intent to propose and adopt amendments to these Articles of Incorporation shall be given in writing to all Common Stock Holders at least thirty (30) days prior to such meeting. At such meeting, an amendment to these Articles of Incorporation shall be deemed as adopted if approval be made by a 2/3 vote of the all outstanding Common Stock whether voted in person or by proxy.

## **ARTICLE XI. DISSOLUTION**

Dissolution of this corporation may be affected by the provisions of Florida Statute #617.05.

## **ARTICLE XII**

The following provisions are inserted for the regulation of the business and for the conduct of the affairs of the corporation:

(a) No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or Officer or are director or directors, individually or jointly may be a party or parties to, or may be be interested in any contract or transaction of the Corporation, or in which the Corporation is interested, and no contract, act of transaction, in absence of fraud, shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, or firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability which might otherwise exist from his contraction with the Corporation for the benefit of himself or any firm, association or corporation


in which he may be in anywise interested.

Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled corporation without regard to the fact that he is also a Director of such subsidiary or controlled corporation.

(b) The Corporation may restrict the transfer of its share in any manner consistent with law and holders of shares of stock of this Corporation may include in agreements among themselves limitations upon the transfer or assignment of the shares of stock of this Corporation, and this Corporation may become a party to said agreements.

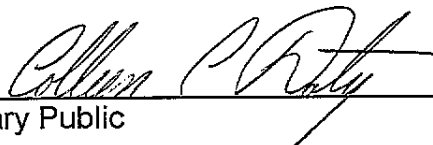
(c) This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the same manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein granted are subject to this reservation.

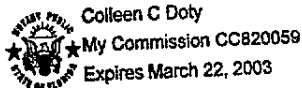
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of July, 2000.

X   
\_\_\_\_\_  
Scott D. Tarnell FLDL# T654-784-72-266-0  
Subscriber

STATE OF FLORIDA  
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 20th day of July, 2000, by Scott D. Tarnell.

  
\_\_\_\_\_  
Notary Public



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
00 AUG 10 PM 3:26

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.


That Publisher's Ink, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Sanford, County of Seminole, State of Florida, has named Scott D. Tarnell, located at 3907 Woodglade Cove, Winter Park, Florida 32792, as its agent to accept service or process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process to the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
RESIDENT AGENT

Having been named to accept service of process for the above-named corporation, at place designated in these Articles of Incorporation, I hereby accept and agree to act in this capacity.


  
Scott D. Tarnell  
FLDL# T 654-784-72-266-0

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me personally appeared Scott D. Tarnell, an officer duly qualified to take acknowledgments, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed same.

WITNESS my hands and official seal in the County and State last afore said this 20th day of July, 2000.

  
Notary Public

 Colleen C Doty  
My Commission CC820059  
Expires March 22, 2003