

P020000098993

SPIRIT OF COLOR, INC.
21 EAST ACRE DRIVE, PLANTATION, FLORIDA 33317
954-741-0711

August 26, 2002

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*****70.00 *****70.00

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

SUBJECT: INCORPORATION OF
SPIRIT OF COLOR, INC

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation of SPIRIT OF COLOR, INC. and a check for:

<input checked="" type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$122.50	<input type="checkbox"/> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

ADDITIONAL COPY REQUIRED

FROM: SPIRIT OF COLOR, INC
Name (Printed or typed)
8360 WEST OAKLAND PARK BLVD. STE 312,
Address
FT. LAUDERDALE, FLORIDA 33351
City, State & Zip
954-741-0711
Daytime Telephone Number

FILED
02 SEP 24 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-25509

B3M 9/24



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 4, 2002

SPIRIT OF COLOR, INC.
8360 WEST OAKLAND PARK BLVD STE 312
FT LAUDERDALE, FL 33351

SUBJECT: SPIRIT OF COLOR, INC.
Ref. Number: W02000025569

We have received your document for SPIRIT OF COLOR, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 102A00050978

ARTICLES OF INCORPORATION
OF
SPIRIT IN COLOR, INC.

FILED
02 SEP 24 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 SPIRIT IN COLOR, INC., with its principal offices located at 8360 West oakland park Blvd., Suite 312, Fort Lauderdale, FL 33315.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact product sales and distribution, and any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation, as fully and to the extent as natural persons might or could do.

A. To exercise all the powers which are now or may hereafter be conferred upon corporations by the laws of the State of Florida.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS OF REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 21 East Acre Drive, Plantation, Florida 33317 and the name of the initial Registered Agent for the corporation is Jerry Fadgen.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Avi Cohen

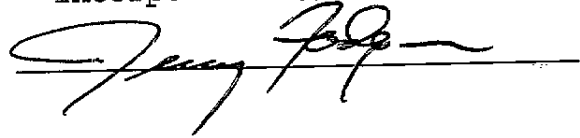
ARTICLE IX INCORPORATOR

The name and address of the incorporators are:

Jerry Fadgen
21 East Acre Drive
Plantation, Florida 33317

IN WITNESS WHEREOF, the undersigned has hereunto set his
hand and seal on this 16th day of September, 2002.

Incorporator:

A handwritten signature in cursive script, appearing to read "Jerry Fadgen", is written over a horizontal line.

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. SPIRIT IN COLOR, INC., a corporation organizing under the laws of the State of Florida, with its initial principal office located at 21 East Acre Drive, Plantation, Florida 33317, has named Jerry Fadgen, whose address is 21 East Acre Drive, Plantation, Broward County, Florida 33317, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

A handwritten signature in cursive script, appearing to read "Jerry Fadgen", is written over a horizontal line.

FILED
02 SEP 24 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA