

LAW OFFICES
HARRIS, BARRETT, MANN & DEW

JOHN A. BARRETT
ROBERT E. ARTELL
JAMES P. BROWN
JACK S. CARR
DAVID H. CLARK
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THOMAS W. GIBBS
MICHAEL H. GIBBS
PATRICIA J. GIBBS
ROBERT H. GIBBS
EVYLYN F. GIBBS
ROBERT L. GIBBS
FRANK C. GIBBS
NANCY M. GIBBS
CAROL P. GIBBS
V. J. GIBBS
CHARLES P. GIBBS
WILLIAM H. GIBBS
ELIZABETH G. GIBBS
ROBERT H. GIBBS

SUITE 200, WEST GORGE CENTER
1000 NORTH WEST GORGE DRIVE
TAMPA, FLORIDA 33607-3926

TELEPHONE (813) 287-0000

FAX (813) 287-0011

PLEASE REPLY TO

Tampa Office

SUITE 1000 SOUTHTRUST BANK BUILDING
150 SECOND AVENUE NORTH
P.O. DRAWER 1441

50 PETERSBURG, FLORIDA 33701-1441

TELEPHONE (813) 892-3100

FAX (813) 890-0227

FAX (813) 894-2190

SUITE 1100 PASADENA AVENUE SOUTH
SOUTH PASADENA, FLORIDA 33707-2004

TELEPHONE (813) 892-3100

FAX (813) 890-0227

705 CORTLAND DRIVE

SUN CITY CENTER, FLORIDA 33573

TELEPHONE (813) 633-3300

FAX (813) 633-3307

121 NORTH OSCEOLA AVENUE, SUITE 300

P.O. BOX 2774

CLEARWATER, FLORIDA 34617

TELEPHONE (813) 447-7373

FAX (813) 447-2440

January 9, 1995

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
Domestic Filing Section
109 East Gaines Street
Tallahassee, Florida 32399

RE: INTERNATIONAL INDEX & BINDERY ACQUISITION, INC.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation of International Index & Bindery Acquisition, Inc., together with our check in the amount of \$122.50 to cover the following costs for this corporation:

Item	Amount
Filing Fees	\$35.00
Certificate of Registered Agent	35.00
Certified Copy of Charter	52.50
Total	\$122.50

Upon acceptance of the charters and the filing thereof by your office, please provide me with certified copies of same.

Sincerely,

HARRIS, BARRETT, MANN & DEW

Frank J. Greco, Esquire

EFFECTIVE DATE

JAN 9 1995

FJG/dfi
Enclosure

T. BROWN JAN 12 1995

RECEIVED
JAN 10 1995
TALLAHASSEE, FLORIDA
11:25 AM
11:25 AM
11:25 AM

95 JAN 10 AM 10:22
FILED

ARTICLES OF INCORPORATION
OF
INTERNATIONAL INDEX & BINDERY ACQUISITION, INC.

FILED
95 JAN 10 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

EFFECTIVE DATE

ARTICLE I

JAN 9 1995

NAME

The name of this corporation is INTERNATIONAL INDEX & BINDERY
ACQUISITION, INC.

ARTICLE II

PURPOSE

This corporation may engage in any activity or business permitted under the laws
of the United States and 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 time is 100,000 shares of common stock of 1.00 Dollar per
share par value.

ARTICLE IV

DURATION

This corporation is to exist perpotually, and its existenco is to commenco on the date of execution of these Articles of Incorporation.

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 5315 - 56 Commerce Parkway Boulevard, Tampa, Hillsborough County, Florida 33610.

The name and street address of the initial registered agent of the corporation in the State of Florida is: Frank J. Greco, 1715 N. Westshore Boulevard, Suite 750, Tampa, Florida 33607. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have two (2) directors, as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joseph D. Torrence, Jr.	5315 - 56 Commerce Parkway Blvd. Tampa, FI 33610

Deborah Lynn Torrence

5315 - 56 Commerce Parkway Blvd.
Tampa, FL 33610

ARTICLE VII

INCORPORATORS

The name and address of the incorporator of this corporation is:

NAME

ADDRESS

Joseph D. Torrence, Jr.

5315 - 56 Commerce Parkway Blvd.
Tampa, FL 33610

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

ARTICLE IX

BY-LAWS

The Initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X

AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by: Joseph D. Torrence, Jr.

Dated this 9th day of January, 1995.

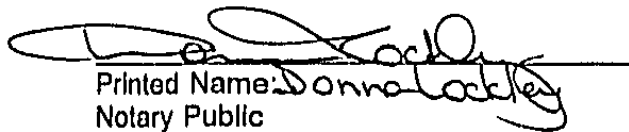
A handwritten signature in cursive script, appearing to read "Joseph D. Torrence, Jr.", written over a horizontal line.

Joseph D. Torrence, Jr.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 9th day of January, 1995, by Joseph D. Torrence, Jr., who is personally known to me or who has produced His Drivers License as identification, and who did take an oath.



Printed Name: Donna Lockley
Notary Public
My Commission Expires:
Serial Number:

F:\DONNA\GREC\INTERNAT\AOI

DONNA LOCKLEY
My Commission CC350040
Expires Jun. 24, 1998
Bonded by AND
800-852-5878

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

FILED
JAN 10 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:


First -- That INTERNATIONAL INDEX & BINDERY ACQUISITION, INC., desiring to organize under the laws of the State of Florida with its principal place of business in Hillsborough County, Florida, has named FRANK J. GRECO, located at 1715 N. Westshore Boulevard, Suite 750, Tampa, Florida 33607, as its agent to accept service of process within this state.


JOSEPH D. TORRENCE, JR.

FILED
JAN 10 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

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


FRANK J. GRECO
Registered Agent

P95000003151

HARRIS, BARRETT, MANN & DEW

CARRY A. ALVARIA
C. TERESA HARRINGTON
RUSSELL E. ARTELL
RICHARD P. BERRY
JACK B. CARRY
DANCY R. CLARK
WILLIAM P. DAVENPORT, JR.
MICHAEL C. DRAGON, JR.
DALE W. DELANEY
JOHN C. DEW
JOHN A. GRANT, JR.
THOMAS D. GRAVES
FRANK J. GRECO
THOMAS M. HARRIS
THOMAS W. HOLLAND
MICHAEL K. HOUTZ
JOHN D. KENNAN
EVELYN P. KUTLER
JOHN C. LAVREY
SAM H. MANN, JR.
SUSAN R. MILLER
DARL F. MULLER
V. J. OWENS
WILLIAM E. REICHMANN, SR.
ELIZABETH G. REPMAN
MIRN H. SULLIVAN

SUITE 750, WESTSHORE CENTER
1715 NORTH WESTSHORE BOULEVARD
TAMPA, FLORIDA 33607-3926

TELEPHONE (813) 287-0880

FAX (813) 289-8331

PLEASE REPLY TO:
Tampa Office

ST. PETERSBURG OFFICE
SUITE 1500 SOUTHTRUST BANK BUILDING
150 SECOND AVENUE NORTH
R.O. DRAWER 1441
ST. PETERSBURG, FLORIDA 33731-1441
TELEPHONE (813) 892-3100
FAX (813) 896-0227
FAX (813) 894-2150

SOUTH PASADENA OFFICE
SUITE 1, SOUTHTRUST BANK BUILDING
1101 PASADENA AVENUE SOUTH
SOUTH PASADENA, FLORIDA 33707-2894
TELEPHONE (813) 892-3131
FAX (813) 345-0342

SUN CITY OFFICE
MARKETPLACE AT CYPRESS CREEK
765 CORTARO DRIVE
SUN CITY CENTER, FLORIDA 33573
TELEPHONE (813) 633-3306
FAX (813) 633-3307

January 31, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: INTERNATIONAL INDEX & BINDERY, INC. AND
INTERNATIONAL INDEX & BINDERY ACQUISITION, INC.

Gentlemen:

200001407742
-02/08/95--01083--018
*****70.00 *****35.00

Enclosed are the original and one copy of the Articles of Amendment for each of the above referenced corporations, along with our check in the amount of \$70.00 to cover the following costs:

Item	Amount
Filing Fees - International Index & Bindery, Inc.	\$35.00
Filing Fees - International Index & Bindery Acquisition, Inc.	\$35.00
Total	\$70.00

FILED
95 FEB 10 AM 10:24
TALLAHASSEE, FLORIDA
STATE CLERK OF COURTS

Please note that the Articles of Amendment for International Index and Bindery, Inc. must be filed first.

Upon acceptance of the Articles of Amendment and the filing thereof by your office, please provide me with copies of same.

Sincerely,

HARRIS, BARRETT, MANN & DEW

Frank J. Greco, Esquire

FJG/dfl
Enclosures

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

INTERNATIONAL INDEX & BINDERY ACQUISITION, INC.

FILED
95 FEB 10 AM 10:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the corporation is International Index & Bindery Acquisition, Inc. (the "Corporation").

2. Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

"Article I: Name"

This Company shall be known as International Index & Bindery, Inc.

3. This Amendment was recommended by the board of directors to the Corporation's shareholders on January 31, 1995.

4. This Amendment was approved by the holders of a majority of the corporation's common stock, which is the only group of the corporation's shareholders entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.

5. This Amendment is effective February 10, 1995.

N WITNESS WHEREOF, International Index & Bindery Acquisition, Inc. has caused these Articles of Amendment to be executed on this 31 day of January, 1995.

International Index & Bindery Acquisition,
Inc.

By: J.D. Torrence, Jr.
J.D. Torrence, Jr., President

P95000003151

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

INTERNATIONAL INDEX & BINDERY, INC., A FLORIDA CORPORATION, P95000003151.

INTO

TRADE SERVICES, INC., a Florida corporation, L14146.

File date: November 19, 1996

Corporate Specialist: Nancy Hendricks