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**P95000005648**

January 17, 1995

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

900001384849  
-01/20/95--01006--002  
\*\*\*122.50 \*\*\*122.50

RE: Enclosed Articles of Incorporation

Dear Sir or Madam:

Enclosed, please find two (2) original sets of Articles of Incorporation for Graphics by Carol, Inc, .as well as this firm's check #4415 in the amount of \$122.50 to cover the cost of filing these documents.

Thank you for your prompt attention to this matter.

Sincerely,

*[Signature]*  
E. David Kemp, Esq.

EDK/kf  
Enclosures

EFF 1/11

KSK  
1/25/95

**EFFECTIVE DATE**

1/17/95

FILED  
95 JAN 19 PM 12:36  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**GRAPHICS BY CAROL, INC.**

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

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be GRAPHICS BY CAROL, INC.

**ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

**ARTICLE III - PURPOSE**

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Corporation Act; and,
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV - CAPITAL STOCK**

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one

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CLERK OF THE STATE

time is ONE THOUSAND (1,000) shares of common stock having ONE DOLLAR (\$1.00) par value, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of this corporation shall be: 1015 West Church Street, Orlando, Florida 32805-2298.

The name of the initial registered agent of this corporation at that address shall be: CAROL RICHARDSON.

#### ARTICLE VI - INITIAL OFFICER(S)

The name(s) and street address(es) of the initial officer(s) of the corporation, who shall hold office for the first year in

existence of this corporation or until (his/their) successor(s) (is/are) elected or appointed and have qualified, (is/are):

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
CAROL RICHARDSON	1015 West Church Street Orlando, FL 32805-2298	Pres., Sec./Treas.

#### ARTICLE VII - INITIAL DIRECTOR(S)

This corporation shall consists of a minimum of one (1), and a maximum of ten (10) directors initially. The number of directors may be either increased or decreased from time to time by the By-laws but shall never be less than one (1). The name(s) and street address(es) of the initial director(s) of the corporation, who shall hold office for the first year in existence of this corporation or until (his/their) successor(s) (is/are) elected or appointed and have qualified, (is/are):

<u>Name</u>	<u>Street Address</u>
CAROL RICHARDSON	1015 West Church Street Orlando, FL 32805-2298

#### ARTICLE VIII - INCORPORATOR

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

<u>Name</u>	<u>Street Address</u>
CAROL RICHARDSON	1015 West Church Street Orlando, FL 32805-2298

#### ARTICLE IX - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal by-laws for the management of

this corporation, and the duties of the officers of this corporation shall be prescribed by such by-laws.

ARTICLE X - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right, upon the sale (for cash or otherwise) of any new stock of the corporation or of any stock of the corporation held by it in its treasury or otherwise, whether or not said stock is of the same kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, The parties have hereunto set their hand and seal this 17<sup>th</sup> day of January 1995.

Carol Richardson (SEAL)  
CAROL RICHARDSON


CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING REGISTERED AGENT UPON WHICH  
PROCESS MAY BE SERVED

PURSUANT to Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said Act:

THAT, GRAPHICS BY CAROL, INC., desiring to organize under the  
laws of the State of Florida, with its principal office as  
indicated in the Articles of Incorporation in the City of Orlando,  
County of Orange, State of Florida, has named its Registered Agent,  
CAROL RICHARDSON, 1015 West Church Street, Orlando, County of  
Orange, State of Florida 32805-2298, to accept service of process  
within this State.

ACKNOWLEDGEMENT


Having been named to accept service of process for the above  
stated corporation, at the 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.

  
\_\_\_\_\_  
CAROL RICHARDSON  
1015 West Church Street  
Orlando, FL 32805-2298

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgements in the State and County aforesaid, personally appeared CAROL RICHARDSON, to me personally known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that said person subscribed to those Articles of Incorporation.

WITNESS by my hand, and official seal in the County and State last aforesaid this 17 day of January, 1995.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



OFFICIAL SEAL  
E. DAVID KEMP  
My Commission Expires  
Sept. 30, 1996  
Comm. No. CC 228686

FILED  
95 JAN 19 PM 12:36  
TALLAHASSEE, FLORIDA