

P95000027977

TRANSMITTAL LETTER

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

RECEIVED
DIVISION OF CORPORATIONS
FEB 25 11:10:51

SUBJECT: Technigraphic Printing, Inc.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check
for \$ 70.00 .

FROM:

Frank Ted Koch, Jr.

Name (printed or typed)

1330 N.E. 4th Avenue

Address

Boca Raton, Florida 33432

City, State, & Zip

(407) 395-1952

Telephone Number

200001448242
-04/05/95 -01097--006
*****70.00 *****70.00

Note: Please provide the original and one copy of the Articles.

KAN 4-10

95 APR -5 AM 10:57

ARTICLES OF INCORPORATION
OF
TECHNIGRAPHIC PRINTING, INC.

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

ARTICLE I

NAME

The name of this corporation shall be:

TECHNIGRAPHIC PRINTING, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the State of Florida. The general nature of business to be transacted by this corporation is:

1. To design, install, patent, procure patents or licenses to manufacture, and to manufacture, buy, sell at wholesale or retail, import and export, rent and lease, repair and maintain, service and generally deal in all kinds of offset printing and other forms of graphic arts, and all the parts and accessories required for complete operation of offset printing and other forms of graphic arts.

2. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

3. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise deal in and with shares or other interests in, or obligations of, other domestic or

foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

4. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise and income.

5. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without this state.

6. To have and exercise all powers necessary or convenient to effect its purposes, which are allowed or permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of capital stock which the corporation has authority to issue is 2,500 shares, all of which shall be common stock with a par value of \$1.00 per share.

Shares of capital stock in this corporation shall be issued initially to the following persons in the amounts set opposite their names:

FRANK TED KOCH, JR.	500 shares
GERARD E. SHERIDAN	250 shares
DENNIS RASKU	250 shares

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$250.00.

ARTICLE V

The post office address of the principal office of this corporation shall be 1330 N.E. 4th Avenue, Boca Raton, Florida 33432, or at such other place as may hereafter be designated by the Board of Directors. The post office address of the registered office of this corporation shall be 4021 N.E. 18th Avenue, Pompano Beach, Florida 33064, or at such other place as may hereafter be designated by the Board of Directors. The registered agent of this corporation shall be Joyce Charbo, whose business address is and will be identical with the registered office of the corporation.

ARTICLE VI

This corporation shall have not less than one (1) director initially. The number of directors may increase or decrease from time to time by Bylaws adopted by the shareholders but shall never be less than one.

ARTICLE VII

The name and post office address of the subscriber to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
FRANK TED KOCH, JR.	1330 N.E. 4th Avenue Boca Raton, Florida 33432

ARTICLE VIII

The names and post office address of the initial members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
FRANK TED KOCH, JR.	1330 N.E. 4th Avenue Boca Raton, Florida 33432
GERARD E. SHERIDAN	333 N.E. 3rd Street Boca Raton, Florida 33432
DENNIS RASKU	1210 S.E. 10th Terrace Deerfield Beach, Florida 33441

ARTICLE IX

CONTRACTUAL POWERS

In the absence of fraud, no contract or other transaction between this corporation and any other person, firm, association, corporation or partnership, shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in or is a director or officer of any other such firm, association, corporation or partnership, or is a party of pecuniarily or otherwise interested in such contract or other transaction, or is in any way connected with any person, firm, association, corporation or partnership pecuniarily or otherwise interested therein. Any director may vote and may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested or were not a director, member or officer of such firm, association, corporation or partnership.

ARTICLE X

PRE-EMPTIVE RIGHTS

Each shareholder of the corporation shall be entitled to full pre-emptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE XI

RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders listed hereinabove may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation.

The price and terms at which, and the time within which those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII

SPECIAL PROVISIO

Any action taken by the directors of this corporation, which is in their power, taken at a meeting of such directors, shall be valid for all intents and purposes whether or not a lawful notice of said meeting shall have been given to all directors as required by law or the Bylaws of this corporation, if at any time prior to, during or subsequent to such meeting, all directors shall execute a waiver of notice and call of such meeting in writing and providing a majority of the directors shall have approved the action taken at such meeting.

Any action by the shareholders of this corporation which is within their power, taken at a meeting of such shareholders, shall be valid for all intents and purposes whether or not a lawful notice shall have been given to all shareholders as required by law or the Bylaws of this corporation, if at any time prior to, during or subsequent to such meeting, all shareholders shall execute a waiver of notice and call of such meeting in writing, and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

Nothing in this Article shall be construed to allow any act by the Board of Directors to be approved by less than a majority of the directors, or whenever a greater vote is required by law or by the Bylaws, by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of the shareholders, or whenever a greater vote is required by law or by the Bylaws, by that vote.

ARTICLE XIII

FURTHER POWERS

This corporation shall have the further right and power to, from time to time, determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than stock book) or any of them, shall be open to inspection of shareholders, and no shareholder shall have any right to inspect any account, book or document of this corporation, except as conferred by statute, unless authorized by resolution of the shareholders or by the Board of Directors.

The corporation may, in its Bylaws, confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both shareholders and directors shall have the power, if the Bylaws so provide, to hold their respective meetings and to have one or more offices within or without the State of Florida, and to keep the books of the corporation (subject to the provisions of statute) outside the State of Florida, at such places as may from time to time be designed by the Board of Directors.

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE XIV

TERMS OF EXISTENCE

This corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at
Boca Raton, Florida, this 29th day of March, 1995.

F. Ted Koch
FRANK TED KOCH, JR.

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally
appeared FRANK TED KOCH, JR., sworn and subscribed his name to
these Articles of Incorporation, this 29 day of March
_____, 1995.

Margaret M. Cerauolo
NOTARY PUBLIC

My Commission Expires:

NOTARY
PUBLIC MARGARET M CERAVOLO
STATE OF FLORIDA
My Comm Exp 12/1/95
COMM NBR CC164361

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 APR -5 AM 10: 57

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Technigraphic Printing, Inc.

2. The name and address of the registered agent and office is:

Joyce Charbo

(NAME)

4021 N.E. 18th Avenue

(P.O. BOX NOT ACCEPTABLE)

Pompano Beach, Florida 33064

(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

Joyce A. Charbo
4/2/95

Technigraphic
Printing

P95000027977

May 8, 1995

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

RE: Document Number P95000027977
Technigraphic Printing, Inc.

Gentlemen:

Please note the following change of address for the above
referenced corporation.

OLD: Technigraphic Printing, Inc.
1330 N.E. 4th Avenue
Boca Raton, Florida 33432

NEW: Technigraphic Printing, Inc.
4160 N.W. 1st Avenue, Suite 21
Boca Raton, Florida 33431

Please change your records accordingly.

Thank you for your attention to this matter.

Sincerely,

Kathleen R. Sheridan
Kathleen R. Sheridan

mpl
5-12-95

TECHNI

GRAPHIC

PRINTING

4160 Northwest First Avenue

Suite 21

Boca Raton, Florida 33431

61-395-9717 Fax 561-395-9713

January 4, 1997

Florida Department of State
Division of Corporations
P.O. Box 8327
Tallahassee, Florida 32314

RE: Amendments to Articles of Incorporation

Gentlemen:

Enclosed please find Articles of Amendment to Articles of Incorporation of Technigraphic Printing, Inc. Also enclosed is our check in the amount of \$43.75 representing \$35.00 filing fee, and \$8.75 certificate of status fee.

A self-addressed stamped envelope is enclosed for return of the certificate of status. Please note that the certificate of status is being mailed to ~~Sheldon Air Conditioning, Inc.~~ at 8807 N.E. 27th Street, #D, Pompano Beach, Florida 33064.

If you need any additional information, please let me know.

Sincerely,

F. Ted Koch, Jr.

Frank Ted Koch, Jr.
President

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Act of Amendment
3-20-97
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ARTICLE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TECHNIGRAPHIC PRINTING, INC.

Pursuant to the provisions of section 807.1008, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

ARTICLE III - CAPITAL STOCK (AMENDED)

Gerard E. Sheridan and Dennis Rasku have sold to Frank Ted Koch, Jr. their shares of stock in this corporation. Frank Ted Koch, Jr. is now the sole shareholder in this corporation.

Article III is amended to read:

FRANK TED KOCH, JR.	1,000 shares
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ARTICLE V (AMENDED)

Joyce Charbo is no longer the registered agent for this corporation. The registered post office address of this corporation is no longer 4021 N.E. 18th Avenue, Pompano Beach, Florida 33064.

Article V is amended to read:

The registered agent for this corporation is Frank Ted Koch, Jr. The post office address of the registered office of this corporation shall be 3809 N.W. 4th Court, Boca Raton, Florida 33431.

ARTICLE VII (AMENDED)

The post office address of Frank Ted Koch, Jr. has changed.

Article VII is amended to read:

<u>NAME</u>	<u>ADDRESS</u>
FRANK TED KOCH, JR.	3809 N.W. 4th Court Boca Raton, Florida 33431

ARTICLE VIII (AMENDED)

Gerard E. Sheridan and Dennis Rasku are no longer members of the Board of Directors.

Article VIII is amended to read:

The name and post office address of the member of the Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
FRANK TED KOCH, JR.	3809 N.W. 4th Court Boca Raton, Florida 33431

SECOND: Provisions for implementing the above amendments:

On January 4, 1997 a corporate meeting (minutes attached) was held. Frank Ted Koch, Jr., Gerard E. Sheridan, and Dennis Rasku were present. It was voted upon that Gerard E. Sheridan and Dennis Rasku would sell to Frank Ted Koch, Jr. their shares of stock in this corporation. It was also voted upon that Gerard E. Sheridan and Dennis Rasku would no longer be members of the Board of Directors.

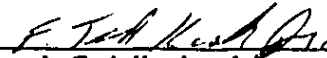
THIRD: The date of each amendment's adoption is January 1, 1997.

FOURTH: Adoption of Amendments:

The amendments were approved by the board of directors and shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 4th day of January, 1997.

Signature



Frank Ted Koch, Jr.
President

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Technigraphic Printing, Inc.

2. The name and address of the registered agent and office is:

Frank Ted Koch, Jr.

(NAME)

3609 N.W. 4th Court

(P.O. BOX NOT ACCEPTABLE)

Boca Raton, Florida 33431

(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

F. Ted Koch, Jr.
Frank Ted Koch, Jr.

DATE

1-4-97