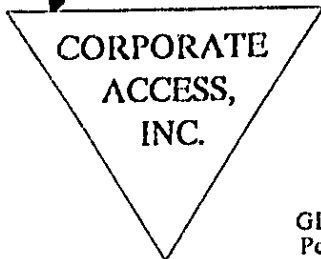


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1116-D Thomasville Road  
Mount Vernon Square  
Tallahassee, Florida 32303  
(904) 222-2666  
(904) 222-1666 (Fax)  
(800) 969-1666

GLINDA P. BENNETT  
Personal Representative

400001459754  
-04/19/95--01005--004  
\*\*\*\*122.50 \*\*\*\*122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Equality Acquisition Corp.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 4:18 4:30 ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

FILED  
 95 APR 18 PM 4:45  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Handwritten signature and date 4/18*

**ARTICLES OF INCORPORATION**  
**OF**  
**EQUALITY ACQUISITION CORP.**

---

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the corporation shall be

**EQUALITY ACQUISITION CORP.**

(the "Corporation"), and the initial principal office of the Corporation shall be located at

200 East New England Avenue, Suite 301  
Winter Park, Florida 32789

**ARTICLE II**

**TERM OF EXISTENCE**

The Corporation shall commence as of the date of the filing of these Articles of Incorporation with the Secretary of State and shall have perpetual existence.

**ARTICLE III**

**NATURE OF BUSINESS**

The purpose for which this Corporation is organized is to engage in the manufacture, sale and distribution of packaging, decorative, display and related products and to transact any and all lawful business for which corporations may be incorporated under the laws of the United States of America and of this State.

**FILED**  
**95 APR 18 PM 4:45**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

## ARTICLE IV

### CAPITAL STRUCTURE

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 3,000,000 shares of Common Stock, with a par value of One Cent (\$0.01) per share (the "Common Stock"), and 1,000 shares of Class A Senior Redeemable Preferred Stock, with a par value of Five Hundred Dollars (\$500) per share (the "Senior Preferred Stock").

A description of the respective classes of stock and a statement of the designations, preferences, limitations and relative rights of the Senior Preferred Stock and the Common Stock are as follows:

#### A. Preferred Stock

1. Number of Shares. The Senior Preferred Stock shall consist of 1,000 shares.

2. Dividends on Senior Preferred Stock. The holders of the Senior Preferred Stock shall be entitled to receive, out of funds legally available therefor, when and if declared by the Board of Directors, quarterly dividends thereon ("Dividends") at the rate per annum of \$100 per share, payable as follows:

(a) Dividends shall be payable quarterly on or before the first day of January, April, July and October of each year, commencing July 1, 1995, and shall be prorated based upon a 90 day quarter, with \$25 per share being paid for a full quarter. Dividends shall accrue from day to day, whether or not earned or declared, and shall be cumulative. If any Dividends cannot under Florida law be declared and paid in full when due, the full amount which can be paid shall be paid prorata to the holders of the Senior Preferred Stock and the aggregated deficiency shall be increased as provided below.

(b) Dividends in respect of each quarterly period ending on or prior to April 1, 1997 shall be paid in additional shares of Senior Preferred Stock by delivering to the holders of the Senior Preferred Stock an additional number of shares of Senior Preferred Stock (rounded to the nearest whole number of shares, or if there is no nearest whole number, to the next highest number of shares), the redemption value of which shall equal the aggregate Dividends payable in respect of such quarter. Dividends in respect of each quarterly period after April 1, 1997 shall be paid in cash.

(c) If for any reason whatsoever any Dividend is not declared and paid in full on or prior to the date provided for such payment herein, the aggregated deficiency shall be increased by an amount equal to 15% per annum (computed on the basis of a 360 day year consisting of 12 months; 30 day months) until paid.

(d) The Senior Preferred Stock shall not participate in any dividends in excess of amounts specified in Sections 2(a) through (c) above.

3. Redemption of Senior Preferred Stock. The shares of Senior Preferred Stock shall be redeemed as follows:

(a) Redemption by the Corporation. On April 26, 2002, the Corporation shall redeem all of the outstanding shares of Senior Preferred Stock at a redemption price of \$1,000 per share, plus an amount equal to all accrued and unpaid Dividends (whether or not declared and including any increased amounts pursuant to Section 2(c) above) on such shares up to the date of redemption.

Prior to April 26, 2002, the Corporation shall have the right to redeem any or all of the outstanding shares of Senior Preferred Stock at a redemption price of \$1,000 per share plus an amount equal to all accrued and unpaid Dividends (whether or not declared and including any increased amounts pursuant to Section 2(c) above) on such shares up to the date of redemption.

The Corporation shall give written notice of redemption not less than 7 days prior to the date fixed for redemption to each holder of record of shares of Senior Preferred Stock to be redeemed, by certified mail, postage prepaid, or hand delivery and addressed to each such holder at its address as shown in the records of the Corporation. Such notice shall specify the number of shares to be redeemed, the redemption price and the place and date (which date shall not be legal holiday) on which the shares shall be redeemed.

(b) Redemption upon an Event of Default. When any Event of Default (as defined in the Investment Agreement to be dated as of April 19, 1995, between the Corporation and Mesirow Capital Partners VI, as it exists on the date of its execution (the "Investment Agreement")) has occurred and shall be continuing, and unless the holder or holders of a majority or more of the shares of Senior Preferred Stock at the time outstanding shall have waived such Event of Default in writing, the holders of a majority of the shares of Senior Preferred Stock then outstanding may require that all or any portion of the shares of Senior Preferred Stock then outstanding be immediately redeemed by the Corporation at a redemption price of \$1,000 per share, plus an amount equal to all accrued and unpaid Dividends (whether or not declared and including any increased amounts pursuant to Section 2(c) above) on such shares, as further provided in the Investment Agreement.

(c) Funds Insufficient for Redemption. If the funds of the Corporation legally available for redemption of shares of Senior Preferred Stock are not sufficient to redeem the total number of shares of Senior Preferred Stock to be redeemed pursuant to this Section 3, the holders of such shares shall share ratably in any funds legally available for redemption of such shares in accordance with the number of such shares held by

them. The shares of Senior Preferred Stock not redeemed shall remain outstanding and entitled to all rights and preferences provided herein. At any time thereafter when additional funds of the corporation are legally available for the redemption of such shares of Senior Preferred Stock, such funds will then be used to redeem the balance of such shares, or such portion thereof for which funds are then legally available.

(d) Redeemed or Acquired Shares. Any shares of Senior Preferred Stock redeemed pursuant to this Section 3 or otherwise acquired by the Corporation may be reissued. The Corporation shall take appropriate corporate action as may be necessary to reduce accordingly the number of authorized shares of Senior Preferred Stock.

(e) If for any reason whatsoever any amount payable upon any redemption of the Senior Preferred Stock is not paid in full (including, without limitation, the provision of Section 3(f)) on or prior to the date provided for such payment herein, the aggregated deficiency shall be increased by an amount equal to 15% per annum (computed on the basis of a 360 day year, consisting of 12 months; 30 day months) until paid.

(f) Notwithstanding the provisions of this Section 3, the remedies available to holders of shares of Senior Preferred Stock with respect to redemption of the Senior Preferred Stock shall be subject to the limitations set forth in the Investment Agreement.

4. Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the shares of Senior Preferred Stock then outstanding shall be entitled, before any distribution or payment is made upon the Common Stock or any stock ranking on liquidation junior to the Senior Preferred Stock, to be paid an amount equal to \$1,000 per share of Senior Preferred Stock, plus an amount equal to all accrued and unpaid Dividends (whether or not declared and including any increased amounts pursuant to Sections 2(c) and 3 above) to the date payment thereof is made. If upon such liquidation, dissolution or winding up of the Corporation, the assets to be distributed among the holders of Senior Preferred Stock are insufficient to permit payment to the holders of Senior Preferred Stock of the full amount payable as aforesaid, then the entire assets of the Corporation to be so distributed shall be distributed among the holders of Senior Preferred Stock ratably in accordance with the number of shares of Senior Preferred Stock held by them. Upon any such liquidation, dissolution or winding up of the Corporation, after the holders of Senior Preferred Stock shall have been paid in full the amounts to which they shall be entitled, the remaining net assets of the Corporation may be distributed to the holders of Common Stock or other stock ranking on liquidation junior to the Senior Preferred Stock.

The Corporation shall give written notice of such liquidation, dissolution or winding up, not less than 30 days prior thereto, to each holder or record of Senior Preferred Stock, by certified mail, postage prepaid and addressed to each such holder at its address as

shown by the records of the Corporation. Such notice shall specify the amount of the liquidation payments and the place where such payments shall be payable.

The consolidation or merger of the Corporation into or with any other entity or entities which results in the exchange of outstanding shares of the Corporation for securities or other consideration issued or paid or caused to be issued or paid by any such entity or affiliate thereof, and the sale or transfer by the Corporation of all or substantially all its assets, shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of the provisions of this Section 4.

5. Voting Rights

(a) General. Except as may be otherwise provided, by law, by the terms of the Senior Preferred Stock or pursuant to the Investment Agreement, the Senior Preferred Stock shall have no voting rights.

(b) Board Seats. Notwithstanding the foregoing or anything else to the contrary provided in these Articles of Incorporation, the holders of shares of Senior Preferred Stock shall at their sole discretion be entitled to elect one (1) director to the Board of Directors of the Corporation.

(c) Vote to Change Rights, Preferences, and Powers of Senior Preferred Stock. So long as any shares of Senior Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote at a meeting (the notice of which shall state the general character of the matters to be submitted thereat), or the written consent with or without a meeting, of the holders of at least 85% of the then outstanding shares of Senior Preferred Stock, voting as a separate class:

(i) Increase the authorized amount of Senior Preferred Stock, issue, reissue, or authorize the issuance of authorized but unissued shares of Senior Preferred Stock (other than for the payment of Dividends pursuant to Section A.2(b) of Article IV), or authorize or create any additional class of stock, except that no such vote or consent shall be required pursuant to this Section 5(e)(i) if promptly after any such authorization and immediately after any such issuance or reissuance, all shares of Senior Preferred Stock outstanding prior to such authorization, issuance or reissuance shall have been redeemed in full; or

(ii) Amend, alter or repeal any of the provisions of the Articles of Incorporation relating to the rights, preferences or powers of the outstanding Senior Preferred Stock fixed herein; or

(iii) Amend or repeal any of the provisions of this Section 5; or

(iv) Pay, declare or set aside any cash dividends on or prior to July 1, 1997 or after July 1, 1997, if at the time of such payment or declaration after July 1, 1997, the Corporation shall not have paid in full all accrued dividends on the Senior Preferred Stock or shall be in default of any of its redemption obligations hereunder or, except as provided for in the Stockholders Agreement, Optional Repurchase Agreement, and Mandatory Repurchase Agreement, purchase, redeem, retire or otherwise acquire for value, any Common Stock or any other stock of the Corporation of any other class which shall rank junior to the Senior Preferred Stock, or return any capital to any of its stockholders.

6. Covenants of the Corporation. So long as any shares of Senior Preferred Stock are outstanding, the Corporation shall comply with the covenants set forth in the Investment Agreement.

7. Amendments. No provision of these terms of the Senior Preferred Stock may be amended, modified or waived without the written consent or the affirmative vote of the holders of at least 85% of the then outstanding shares of Senior Preferred Stock.

#### B. Common Stock

The total number of shares of Common Stock which the Corporation shall have the authority to issue is 3,000,000 shares, with a par value of One Cent (\$0.01) per share (herein called the "Common Stock"). All cross references in each subdivision of these Article IV refer to other paragraphs in such subdivision unless otherwise indicated.

1. Voting Rights. The holders of Common Stock will be entitled to one vote per share on all matters to be voted on by the Corporation's Shareholders.

2. Dividends. When and as dividends are declared thereon, whether payable in cash, property or securities of the Corporation, the holders of Common Stock will be entitled to share ratably according to the number of shares of Common Stock held by them, in such dividends.

3. Liquidation Rights. In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, whether voluntary or involuntary, after payment shall have been made to the holders of any Senior Preferred Stock pursuant to Paragraph A.4 of this Article IV, the holders of Common Stock shall be entitled, to the exclusion of the holders of Senior Preferred Stock, to share ratably according to the number of shares of Common Stock held by them in the remaining assets of the Corporation available for distribution to its shareholders.

## ARTICLE V

### INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of this Corporation shall be

ROBERT P. SALTSMAN

The street address of the initial registered office of this Corporation is

200 East New England Avenue, Suite 301  
Winter Park, Florida 32789

The initial principal place of business of this Corporation and mailing address is

200 East New England Avenue, Suite 301  
Winter Park, Florida 32789

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

## ARTICLE VI

### BOARD OF DIRECTORS

There shall be a Board of Directors for this Corporation that shall consist of not less than six (6) from and after the first meeting of Shareholders. Except for the number constituting the initial Board of Directors, the number of Directors shall be decided by resolution of the shareholders.

## ARTICLE VII

### INITIAL BOARD OF DIRECTORS

The name and street address of the member of the initial Board of Director for this Corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first meeting of the shareholders or until their successors are elected and qualified, or until their resignation, removal from office or death is:

Name

Street Address

F. Philip Handy

200 East New England Avenue, Suite 301  
Winter Park, Florida 32789



## **ARTICLE VIII**

### **INCORPORATOR**

The name and street address of the incorporator is

ROBERT P. SALTSMAN

200 East New England Avenue, Suite 301  
Winter Park, Florida 32789

## **ARTICLE IX**

### **BYLAWS**

The powers to adopt, alter, amend, or repeal bylaws be vested in the Board of Directors or shareholders; provided that in the event of any inconsistent provisions with these Articles, the terms of these Articles shall supersede and control.

## **ARTICLE X**

### **INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## **ARTICLE XI**

### **AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days written notice is given to each Director of the time and place of the meeting and the purpose thereof. Any amendment of these Articles of Incorporation so made must be approved by a vote of at least 66% of the shares of Common Stock subject to Article IV.A.5(c) hereinabove. Notwithstanding the foregoing, in any event, the majority of the holders of Senior Preferred Stock and, so long as the Subordinated Note in the original amount of \$4,000,000 dated April 19, 1995 issued to GAMI is outstanding, the majority of holders of shares of Common Stock originally issued, other than shares repurchased, to Great American Management and Investment, Inc. ("GAMI") or its assignee, as holder of the Common Stock, must approve any

amendment to Article X and XI and any amendment relating to any class of stock senior to the Common Stock.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 17<sup>th</sup> of April, 1995.

Robert P. Saltzman  
ROBERT P. SALTSMAN

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

**EQUALITY ACQUISITION CORP.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Winter Park, State of Florida, has named **ROBERT P. SALTSMAN** of 200 East New England Avenue, Suite 301, Winter Park, 32789, as agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT:**

Having been named to service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Robert P. Saltzman  
REGISTERED AGENT

Dated: 4/17/95

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FILED  
95 APR 18 PM 4:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA