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April 21, 1995

VIA FEDERAL EXPRESS NO. 5254817643

New Filings
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

800001463148
-04/24/95--01047--014
****122.50 ****122.50

RE: Color & Equipment, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the above-named corporation to be filed with the Secretary of State.

Also enclosed is our firm's check in the amount of \$122.50 for filing fees.

Please do not hesitate to call should you have any questions in this regard.

Yours truly,


Derrick Bennett

DB/jak
Enclosure

cc: Travis Kiser

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ARTICLES OF INCORPORATION
OF
COLOR & EQUIPMENT, INC.

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The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is Color & Equipment, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV - PRINCIPAL CORPORATE OFFICE

The street address of the principal office of this corporation is: 1212 C West 19th Street, Panama City, Florida 32405.

The mailing address of the corporation is: 1212 C West 19th Street, Panama City, Florida 32405.

ARTICLE V - CAPITAL STOCK

The number of shares the corporation is authorized to issue is 8,000 shares of One Dollar (\$1.00) par value common stock. Every certificate representing shares in the corporation shall state thereon that said shares of stock are restricted as to sale, disposition or other transfer, and that the secretary of the corporation will furnish to any shareholder upon request and

without charge, a full statomont of such restrictions, in accordance with Florida Statutes 607.067(3).

ARTICLE VI - PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VII - REGISTERED OFFICE OF CORPORATION

The name and street address of the initial registered agent and office of this corporation is:

Travis Kiser
1212 C West 19th Street
Panama City, Florida 32405

ARTICLE VIII - INCORPORATOR

The names and addresses of each Incorporator are:

Name	Address
Travis Kiser	1212 C West 19th Street Panama City, Florida 32405

ARTICLE IX- INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

Travis Kiser - President and Director
1212 C West 19th Street
Panama City, Florida 32405

ARTICLE X - RESTRICTION ON AUTHORITY TO
MORTGAGE OR PLEDGE ASSETS

The Board of Directors of the corporation may not authorize any mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of the corporation for the purpose of securing the payment or performance of any obligation of the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of one hundred percent (100%) of the shares of the corporation entitled to vote thereon and not otherwise.

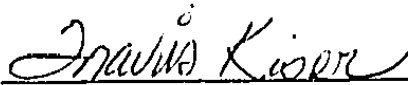
ARTICLE XI - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in any special, any regular, or any annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law. (FS § 607.0820(4)).

ARTICLE XII - INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0880 of the Florida Statutes, as amended.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21st day of March, 1995.

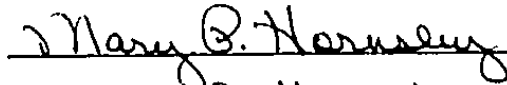


TRAVIS KISER
Incorporator

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, TRAVIS KISER to me known to be the person described in and who executed the foregoing and acknowledged before me that he executed the same.

WITNESS my hand and official seal this 21st day of March, 1995.



Mary P. Hornsby
NOTARY PUBLIC
My Commission Expires:



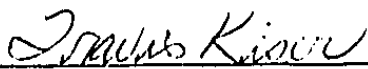
OFFICIAL SEAL
MARY P. HORNSBY
My Commission Expires
Feb. 16, 1996
Comm. No. CC 180903

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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 Color & Equipment, Inc.
2. The name and address of the registered agent and office is:


Travis Kiser
1212 C West 19th Street
Panama City, Florida 32405



TRAVIS KISER
President
4/21/95

Date

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.



TRAVIS KISER
4/21/95

Date

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