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**ACCOUNTABLE TAX**  
Small Business Specialists

400 Montgomery Road, Unit 168  
Allamonte Springs, FL 32714  
Telephone: (407) 788-7811  
Fax: (407) 788-0077

May 2, 1995

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

70000014729417  
-05/03/95--01127--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Pen & Ink, Inc.

Gentlemen:

Enclosed please find one original and a copy of the Articles of Incorporation of Pen & Ink, Inc. Also find enclosed a check made payable to the Secretary of State in the amount of \$70.00 which includes the statutory filing fee and the designation of Registered Agent fee.

Time is of the essence in establishing this corporation. Your immediate assistance is appreciated.

Please return a copy of the filed articles to Howard S. Kiven at the above address.

Sincerely,

Howard S. Kiven

HSK:avk

MAY 10 1995 BSB

FILED  
55 MAY -8 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**PEN & INK, INC.**

FILED  
05 MAY -8 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is PEN & INK, INC.

**ARTICLE II - NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is:

- (a) To engage in any activity or business permitted under the laws of the State of Florida and the United States of America; and,
- (b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition; and,
- (c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State

of Florida and in all other states and countries. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required; and

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

#### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares at \$1.00 par value.

The consideration to be paid for each share shall be in money, property or services and the amount shall be fixed by the Board of Directors.

#### **ARTICLE IV - INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is One Hundred and 00/100 Dollars (\$100.00).

#### **ARTICLE V - TERM OF EXISTENCE**

The corporation is to exist perpetually.

#### **ARTICLE VI - ADDRESS**

The initial post office address of the principal office of the corporation is **1751 Aloma Avenue, Winter Park, Florida 32789**. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

#### **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is **1751 Aloma Avenue, Winter Park, Florida 32789** and the name of the initial registered agent of the corporation at that address is **Beth Violette Sheerin**.

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors 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. The names and addresses of the initial directors of this corporation are:

**Beth Violette Sheerin**  
**1751 Aloma Avenue**  
**Winter Park, Florida 32789**

**Michael Sheerin**  
**1751 Aloma Avenue**  
**Winter Park, Florida 32789**

#### **ARTICLE IX - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is: **Beth Violette Sheerin of 1751 Aloma Avenue, Winter Park, Florida 32789**.

### **ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

### **ARTICLE XI - SUBSCRIBER**

The name and the post office address of the subscribers to the Articles of Incorporation, the number of shares of common stock which each agrees to take, and the value of the consideration therefor, is:

**Beth Violette Sheerin                      50                      \$ 50.00**  
**1751 Aloma Avenue, Winter Park, Florida 32789**

**Michael Sheerin                              50                      \$ 50.00**  
**1751 Aloma Avenue, Winter Park, Florida 32789**

### **ARTICLE XII - PREEMPTIVE RIGHTS**

Every stockholder, upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others, which price, in the case of par value shares, may be in excess of par.

### **ARTICLE XIII - BUY-SELL AGREEMENT**

The stock to be issued by this corporation shall be subject to a buy-sell agreement whereby each stockholder shall have the right of first refusal to purchase his pro rata share of any stock to be sold by an existing stockholder.

### **ARTICLE XIV - LIABILITY OF SHAREHOLDERS**

Pursuant to Section 607.0831, Florida Statutes, the directors of said

corporation shall have no personal liability for the actions of the corporation unless specifically granted, in writing, by the shareholders to the corporation.

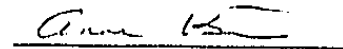
**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation this 17<sup>th</sup> day of May, 1995.

  
**BETH VIOLETTE SHEERIN**

STATE OF FLORIDA  
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared BETH VIOLETTE SHEERIN acknowledged before me executing the foregoing instrument. Said person did not take on oath and is personally known to me.

17<sup>th</sup> WITNESS my hand and official seal in the County and State last aforesaid, this day of May, 1995.

  
Print Name: Anne Kiven  
Notary Public  
Commission No.: CC168584  
My Commission Expires:

Notary Public, State of Florida at Largo  
My Commission Expires Dec. 17, 1995  
Bonded thru Huckleberry & Associates

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

In pursuant of Section 607.0501, Florida Statutes the following is submitted, in compliance with said act.

FIRST --- PEN & INK, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Orange County, State of Florida, has named **Beth Violette Sheerin of 1751 Aloma Avenue, Winter Park, Florida 32789, County of Orange, State of Florida**, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**


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

  
**BETH VIOLETTE SHEERIN**

STATE OF FLORIDA  
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **BETH VIOLETTE SHEERIN**, acknowledged before me executing the foregoing instrument. Said person did not take on oath and is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid, this 4<sup>th</sup> day of May, 1995.

  
Print Name: Anne Kiven  
Notary Public  
Commission No.: CC168584  
My Commission Expires:

Notary Public, State of Florida at LAFB  
My Commission Expires Dec. 17, 1997  
Bonded thru Blueberry & Assoc. 2000

FILED  
MAY 11 8 19  
NOTARY PUBLIC