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5/26/95

PBR

Requestor's Name

Address

City

State

Zip

Phone

95 MAY 30 PM 2:56
DIVISION OF CORPORATION

ATION ONLY

Number Only

RECEIVED
MAY 30 PM 2:19
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

WINDSOR Graphics, INC.

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

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Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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Toll Free: 1-800-432-3028

LAW OFFICES
JAMES M. PAINTER, P.A.
SUITE 110
1300 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432-2040

JAMES M. PAINTER
SHERRI BROOKSTEIN
CERTIFIED LEGAL ASSISTANT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAY 30 PM 2:19
(407) 388-7725
TELECOPIER (407) 388-7987

May 24, 1995

Division of Corporations
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

Attention: New Filing Division

Re: WINDSOR GRAPHICS, INC.

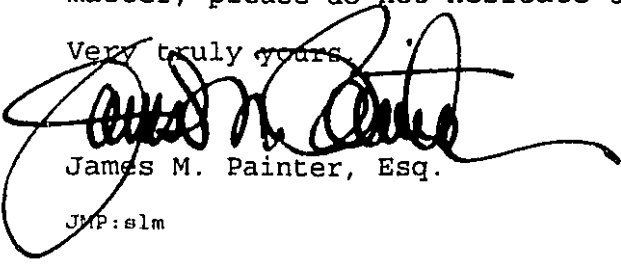
Dear Sir or Madam:

Enclosed please find our operating account check numbered 5021 in the amount of One Hundred Twenty-Two and 50/100 (\$122.50) Dollars made payable to the Secretary of State, which represents the requisite filing fees for the above-referenced Articles of Incorporation.

Also, enclosed please find an original and two copies of the Articles. Please forward to us a certified copy of the Articles and an assigned charter number.

Should you have any questions or comments regarding this matter, please do not hesitate to advise.

Very truly yours,



James M. Painter, Esq.

JMP:slm

ARTICLES OF INCORPORATION

OF

WINDSOR GRAPHICS, INC.

We, the undersigned incorporators, being natural persons competent to contract, desiring to form a corporation for profit, under the laws of the State of Florida, and in furtherance thereof, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be:

WINDSOR GRAPHICS, INC.

ARTICLE II

PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida and shall have such powers as enumerated in Chapter 607, Florida Statutes, the Florida General Corporation Act, and without limiting the generality of the foregoing:

A. To engage in each and every aspect of the sale and distribution of personal property.

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.

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, in the State of Florida and in all other states and countries.

D. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and otherwise evidences of indebtedness, and execute mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

E. To purchase the corporate assets of any other corporation and engage in the same or other business.

F. To guarantee, invest, 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.

G. In general, to carry on any business and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations formed hereunder, and to do any and all of the things hereinbefore set forth as principal, agent, partner, or otherwise, either along or in conjunction with others in or without the State of Florida.

ARTICLE III

DURATION

This corporation shall exist perpetually commencing on the

date these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue and which the corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares; such shares shall have a par value of One (\$1.00) Dollar and shall be designated as "Common Shares".

The Board of Directors shall have the power and the authority to prescribe the consideration to be paid to the corporation in exchange for the issuance and disposal of its capital stock. Stock certificates shall not be valid unless signed and issued by the President and attested to by the Secretary, who shall affix thereon the corporate seal.

ARTICLE V

RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

<u>NAME</u>	<u>NUMBER OF SHARES</u>
ROBERT J. HENDERSON and ANNETTE B. HENDERSON, husband and wife	70
KENNETH W. BISTYGA and MARIANNE BISTYGA, husband and wife	30

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such

shares are first offered to the remaining shareholders, if any, or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE VI

SHAREHOLDER STOCK PURCHASE RIGHTS

Every shareholder, upon the sale for cash of any new shares of stock of this corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase their 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.

ARTICLE VII

INITIAL PRINCIPAL OFFICE ADDRESS

The initial address of the principal office of this corporation in the State of Florida is 127 S.W. 15th Street, Deerfield Beach, Florida 33441.

The Board of Directors shall have the power and the authority to establish branch offices and places of business of this corporation at any place in the State of Florida, or in any state, territory, or district of the United States, or in any foreign country, as the Board of Directors may deem necessary for the best interests of the corporation.

ARTICLE VIII

INITIAL REGISTERED AGENT

The initial registered agent of this corporation and his street address is as follows:

KENNETH W. BISTYGA
22280 Kettle Creek Way
Boca Raton, FL 33428

ARTICLE IX

INCORPORATORS

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

ROBERT J. HENDERSON
681 N.E. Broadview Drive
Boca Raton, FL 33431

KENNETH W. BISTYGA
22280 Kettle Creek Way
Boca Raton, FL 33428

ARTICLE X

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws adopted by the Board of Directors of this corporation, but shall never be less than one (1). The name and street address of the initial directors of the corporation are:

ROBERT J. HENDERSON
681 N.E. Broadview Drive
Boca Raton, FL 33431

KENNETH W. BISTYGA
22280 Kettle Creek Way
Boca Raton, FL 33428

The Board of Directors shall have the authority and the power to adopt By-Laws which shall govern the operation of the business of this corporation, and to thereafter amend same from time to time if deemed necessary by the Board of Directors.

ARTICLE XI

INITIAL OFFICERS

The names and post office addresses of the initial officers of this corporation who shall hold office for the first year of the corporation's existence or until their successors have been elected are as follows:

ROBERT J. HENDERSON, PRESIDENT
681 N.E. Broadview Drive
Boca Raton, FL 33431

KENNETH W. BISTYGA, SECRETARY/TREASURER
22280 Kettle Creek Way
Boca Raton, FL 33428

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any officers or directors, or any former officers or directors, to the fullest extent permitted by law.

ARTICLE XIII

SPECIAL PROVISIONS

No contract or other transaction between the corporation and any other corporation, or individual, shall, in the absence of fraud, be affected or invalidated by the fact that one or more of the Directors or Officers of this corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such corporation, person or persons, and each and every person who may become a Director of the corporation, is hereby relieved from any liability that might otherwise exist from such contracting with the corporation, for the benefit of himself

or any firm, association or corporation which he may be in anywise interested. Any Director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation without regard to the fact that he is also a Director of such subsidiary or controlled corporation.

ARTICLE XIV

AMENDMENT

These Articles of Incorporation may be amended or repealed as provided by law, and all rights conferred upon stockholders herein are granted subject to this reservation. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereat, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain Amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 24th day of May, 1995.

WITNESSES AS TO ALL:

Sandra L. Milner
WITNESS SIGNATURE

Sandra L. Milner
PRINTED NAME OF WITNESS

Michael L. Nikolas
WITNESS SIGNATURE

Michael L. Nikolas
PRINTED NAME OF WITNESS

INCORPORATORS:

Robert J. Henderson
ROBERT J. HENDERSON

Kenneth W. Bistyga
KENNETH W. BISTYGA

STATE OF FLORIDA:

COUNTY OF PALM BEACH:

Before me, a Notary Public in and for the State and County aforesaid, personally came ROBERT J. HENDERSON and KENNETH W. BISTYGA, who, after providing proof of their identity using a valid drivers license and therefore to me known to be the persons named in the foregoing instrument, acknowledged to me that they executed the same for the purpose therein expressed.

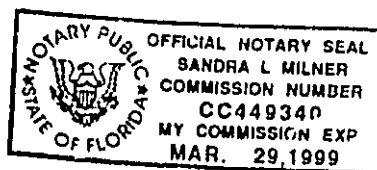
WITNESS my hand and official seal in the County and State last aforesaid this 24th day of May, 1995.

NOTARY PUBLIC, STATE OF FLORIDA

Sign: Sandra L. Milner
My Commission No. CC449340
Print Name: Sandra L. Milner

(Notary Seal)

My Commission Expires:



DESIGNATION OF REGISTERED OFFICE

AND REGISTERED AGENT

AND ACCEPTANCE THEREOF

Pursuant to Chapter 607, Florida Statutes, the following is submitted:

1. WINDSOR GRAPHICS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Deerfield Beach, County of Broward, State of Florida, has named KENNETH W. BISTYGA, 22280 Kettle Creek Way, Boca Raton, FL 33428 as its agent to accept service of process within this State.

2. Having been named to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping said office open.


KENNETH W. BISTYGA

After providing proof as to his identity by using a valid driver's license, this instrument was acknowledged before me by KENNETH W. BISTYGA on this 24th day of May, 1995.

NOTARY PUBLIC, STATE OF FLORIDA

Sign: Sandra L. Milner
My Commission No. CC449340
Print Name: Sandra L. Milner

(Notary Seal)

My Commission Expires:

c:\wp51\RJH\NEWHORIZ\articles

