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ICARD, MERRILL, CULLIS, TIMM, FUREN & GINSBURG, P.A.

ATTORNEYS AND COUNSELLORS

THOMAS F. ICARD (1982-1985)  
JAMES W. CULLIS (1987-1987)

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WILLIAM W. MERRILL (RETIRED)  
CURTIS J. TIMM (RETIRED)

\*BOARD CERTIFIED MARITAL  
AND FAMILY LAWYER

\*\*BOARD CERTIFIED  
REAL ESTATE LAWYER

ADDITIONAL JURISDICTIONS

\*ADMITTED IN ILLINOIS  
\*\*ADMITTED IN U.S. VIRGIN ISLANDS  
\*\*\*ADMITTED IN MICHIGAN  
†ADMITTED IN WASHINGTON, D.C.  
‡ADMITTED IN GEORGIA

REPLY TO: P.O. BOX 4195  
SARASOTA, FLORIDA 34230

July 24, 1995

500001547136  
-07/27/95--01018--004  
\*\*\*\*122.50 \*\*\*\*122.50

Corporate Records Bureau  
Division of Corporations  
Secretary of State  
P. O. Box 6327  
Tallahassee, Florida 32301

Re: Articles of Incorporation/Omnigraphics International, Inc.

Gentlemen:

Enclosed herewith are two copies of the Articles of Incorporation for Omnigraphics International, Inc., along with a check in the amount of \$122.50. Once these Articles have been filed, please return a certified copy to the undersigned.

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.

Paul D. Beitlich

PDB/dj  
Enclosures  
cc: Mr. Michael D. Maggio

JUL 28 1995 BSB

FILED  
JUL 27 PM 3:34

ARTICLES OF INCORPORATION  
OF  
OMNIGRAPHICS INTERNATIONAL INC.

FILED  
95 JUL 27 PM 3:36  
1995 JUL 27 PM 3:36  
1995 JUL 27 PM 3:36

These Articles of Incorporation are made and subscribed for the purpose of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

I.

NAME

The name of this corporation is:

OMNIGRAPHICS INTERNATIONAL, INC.

II.

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida, including the investment, development, construction, sales and marketing related to commercial signs and graphics, promotional materials and the like.

III.

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of common stock, par value one dollar (\$1.00) per share. Each of the said shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders.

IV.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 7222 S. Tamiami Trail, Suite 202, Sarasota, Florida 34231, and the name of the initial registered agent of this corporation is Michael D. Maggio, whose address is 7222 S. Tamiami Trail, Suite 202, Sarasota, Florida 34231.

V.

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by, or in the manner provided in, the bylaws but shall never be less than one (1). The name and address of the initial directors and officers of this corporation are:

Michael D. Maggio, President & Director  
7222 South Tamiami Trail, Suite 202  
Sarasota, Florida 34231

Rosanne J. Maggio, Secretary & Director  
7222 South Tamiami Trail, Suite 202  
Sarasota, Florida 34231

Nicole M. Maggio, Treasurer  
7222 South Tamiami Trail, Suite 202  
Sarasota, Florida 34231

VI.

INCORPORATOR

The name and address of the person signing these Articles is:

Paul D. Beitlich  
2033 Main Street; #101  
Sarasota, Florida 34237

VII.

PRINCIPAL OFFICE

For purposes other than contacting the registered agent, the mailing address of the principal office of the Corporation is: 7222 South Tamiami Trail, Suite 202, Sarasota, Florida 34231.

VIII.

BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders and except to the extent limited by the shareholders, in the board of directors.

IX.

DURATION

The existence of this corporation shall commence on the date of filing of these Articles by the Secretary of State, and shall be perpetual.

X.

AMENDMENT

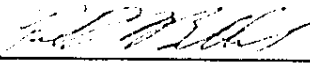
This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

XI.

PREEMPTIVE RIGHTS

Every shareholder, upon the issuance for cash, property or service of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

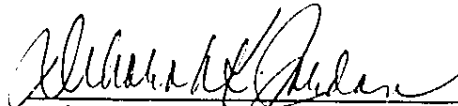
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of July, 1995.

  
\_\_\_\_\_  
PAUL D. BEITLICH

(SEAL)

STATE OF FLORIDA     )  
                              )  
COUNTY OF SARASOTA    )

The foregoing instrument was acknowledged before me this 24 day of July, 1995, by Paul D. Beitlich, who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public

Printed Name: Deborah K. Jordan

Title or Rank: \_\_\_\_\_

Serial No. if any: \_\_\_\_\_




DEBORAH K. JORDAN  
MY COMMISSION # CG 179125 EXPIRES  
March 19, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

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

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Pursuant to Section 607.034, Florida Statutes, OMNIGRAPHICS INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida, has named MICHAEL D. MAGGIO, located at 7222 South Tamiami Trail, Suite 202, Sarasota, Florida 34231, as its agent to accept service of process within this state.

Having been named to accept service of process for the above corporation at the place designated in this certificate, I hereby accept appointment in such capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
MICHAEL D. MAGGIO  
(Registered Agent)

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JUL 27 PM 3:34  
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