

P95000060925

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
SECRETARY OF STATE  
95 AUG -8 AM 11:17

REQUEST TAKEN CONFIRMED APPROVED  
DATE \_\_\_\_\_  
TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
BY APC

WALK-IN \_\_\_\_\_  
Will Pick Up SS DCV

RE: Winterhill Graphics  
Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Fila		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Fila		
<input type="checkbox"/> Foreign Corp. Fila		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
	4300011504674	
<input type="checkbox"/> Art. of Amend. Fila	103/08/95-01025-010	
<input type="checkbox"/> Dissolution/Withdrawal	****470.00 ****470.00	
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name Fila		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Fila		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> Fila No.'s _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( ) _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep		
<input type="checkbox"/> FAX ( ) _____ pgs		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum

THANK YOU  
from  
Your Capital Connection

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 AUG -8 AM 11:17

**ARTICLES OF INCORPORATION  
OF  
WINTERHILL GRAPHICS, INC.**

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be WINTERHILL GRAPHICS, INC., having as its initial corporate mailing address: 949 W. 15th Street, Riviera Beach, FL 33404.

**ARTICLE II - DURATION**

This corporation shall be perpetual in existence unless sooner dissolved according to law.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

**ARTICLE IV - CAPITAL STOCK**

The authorized capital stock of the corporation shall be Two Thousand (2,000) shares common stock.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

#### **ARTICLE V - REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 515 North Flagler Drive, Suite 600, West Palm Beach, Florida 33401 and the name of the initial registered agent of this corporation at that address is Brian J. Cooke. This corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business.

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

This corporation shall have an initial Board of Directors of one (1). The number of directors may be either increased or diminished from time to time but the number shall, subject to ARTICLE VIII below, never be less than one (1) nor more than five (5). The name and address of the initial director of this corporation is:

JOHN HILLIARD  
8140 Cleary Blvd., #1407  
Plantation, FL 33324

#### **ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are:

John Hilliard  
8140 Cleary Blvd., #1407  
Plantation, FL 33324

#### **ARTICLE VIII - MANAGEMENT OF CORPORATION BY STOCKHOLDERS**

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation shall so elect they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

### ARTICLE IX - AMENDMENT

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


IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal, this 4 day of Aug., 1995.

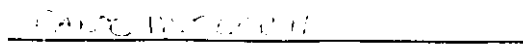
  
\_\_\_\_\_  
John Hilliard

STATE OF FLORIDA            )  
  )SS:  
COUNTY OF PALM BEACH    )

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned authority, John Hilliard, to me well known and known to me to be the person named in and who acknowledged to me that he executed the foregoing Articles of Incorporation as a free and voluntary act and deed and for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 4 day of August, 1995.

  
\_\_\_\_\_  
NOTARY PUBLIC

  
\_\_\_\_\_  
(Type or Print Name)  
State of Florida at Large

My Commission expires:  
Commission Number:



CAROL M. SEGUIN  
My Commission CC387646  
Expires Jul 26, 1998  
Bonded by HAI  
860-422-1555

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

FILED  
SECRETARY OF STATE  
CORPORATIONS  
95 AUG -8 AM 11:17

In pursuant of Florida Statutes the following is submitted:

First -- That Winterhill Graphics, Inc., has named Brian J. Cooke, who is located at Arnstein & Lehr, 515 North Flagler Drive, Suite 600, City of West Palm Beach, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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

By: 

Brian J. Cooke