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POOLE & CLEMENTS, P.A.

Attorneys at Law

96 FEB 26 AM 10:10

WILLIAM (FRED) POOLE, IV  
CORPORATE AND BUSINESS LAW

ROBERT G. CLEMENTS

644 West Col  
Orlando, Florida 32804  
Telephone (407) 422-6662  
Faxes (407) 422-4128  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 5, 1996

Secretary of State  
Division of Corporation  
The Capitol  
Tallahassee, Florida 32399

000001711560  
-02/09/96--01071--001  
\*\*\*\*122.50 \*\*\*\*122.50

RE: MARTINI GRAPHIC SERVICES, INC.  
Our file # 96-037

Dear Sir:

Enclosed please find two copies of Articles of Incorporation and Registered Agent's Certificate for a new Florida corporation now being formed -- MARTINI GRAPHIC SERVICES, INC.

Also enclosed please find our check in the amount of \$122.50. This check includes payment for the following:

Filing Fee	\$35.00
Registered Agent's Designation	52.50
Certified Copy of Articles	35.00
TOTAL	\$ 122.50

Please send the certified copy of Articles, along with the duplicate Registered Agent's Certificate, back to the undersigned. We are not requesting a certified copy of the Registered Agent's Certificate.

Your cooperation in this matter is appreciated.

Sincerely,

William F. Poole, IV  
William F. Poole, IV  
POOLE & CLEMENTS, P.A.

WFPIV/me  
Enc.



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Morthum**  
Secretary of State

February 14, 1996

**WILLIAM F. POOLE, IV, ESQ.**  
644 W COLONIAL DRIVE  
ORLANDO, FL 32804

**SUBJECT: MARTINI GRAPHIC SERVICES, INC.**  
Ref. Number: W9600003380

We have received your document for MARTINI GRAPHIC SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 096A00006467

**POOLE & CLEMENTS, P.A.**

*Attorneys at Law*

**WILLIAM (FRED) POOLE, IV**  
**CORPORATE AND BUSINESS LAW**

**ROBERT G. CLEMENTS**

644 West Colonial Drive  
Orlando, Florida 32804  
Telephone (407) 422-6662  
Facsimile (407) 422-4128

February 20, 1996

Pamela Hall  
Document Specialist  
Florida Dept. of State  
Divisions of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: Martini Graphic Services, Inc.  
Letter No. 096A00006467  
Ref. No. W96000003380

Dear Ms. Hall:

Enclosed for filing are the Articles of Incorporation for the above-referenced corporation. The effective date has been changed to reflect an effective date of the filing of the Articles with the Secretary of State.

Thank you for your prompt attention to this matter.

Sincerely,



Margaret Edmonston, Assistant to  
William F. Poole, IV  
POOLE & CLEMENTS, P.A.

/me  
Enc.

ARTICLES OF INCORPORATION  
OF  
MARTINI GRAPHIC SERVICES, INC.

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**FILED**  
96 FEB 26 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

**ARTICLE I - NAME**

The name of the corporation is MARTINI GRAPHIC SERVICES, INC.

**ARTICLE II - NATURE OF BUSINESS**

This corporation is organized for the purpose of graphic services, and transacting any or all lawful business, including but not limited to:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands or interests in lands and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing or improvement, development or management of any property, real or personal, at any time owned, held or occupies by the corporation, and to invest, trade or deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

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

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by another 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.

(f) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

(g) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(h) To engage in any and all lawful businesses, trades, occupations and professions.

(i) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others and to do and perform all other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts named above.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any wise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this article shall be regarded as independent objects and powers.

### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

#### ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE V - ADDRESS

The initial street address of the principal office of this corporation is to be at 700 Beryl Place, Orlando, Florida 32835. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

#### ARTICLE VI - DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The corporation shall have four (4) directors initially.

#### ARTICLE VII - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold their office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
William Martini	700 Beryl Place, Orlando, Florida 32835
Pamela G. Martini	700 Beryl Place, Orlando, Florida 32835
Joseph B. Martini	842 Appleton Avenue, Orlando, Florida 32806
Michelle L. Martini	842 Appleton Avenue, Orlando, Florida 32806

#### ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation shall be as follows:

William F. Poole, IV	644 West Colonial Drive, Orlando, Florida 32804
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#### **ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 644 West Colonial Drive, Orlando, Florida 32804, and the name of the initial registered agent of this corporation is William F. Poole, IV.

#### **ARTICLE X - EFFECTIVE DATE**

These Articles of Incorporation shall be effective and the corporation's existence shall begin when these Articles of Incorporation are filed with the Secretary of State, State of Florida.

#### **ARTICLE XI - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### **ARTICLE XII - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

#### **ARTICLE XIII - INDEMNIFICATION**

This corporation shall indemnify any officer or director or any former officer or director to the extent permitted by law.

#### **ARTICLE XIV - PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights as provided for by the Florida General Corporation Act.

#### **ARTICLE XV - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## ARTICLE XVI-SHAREHOLDERS' AGREEMENTS

The shareholders may restrict the discretion of the Board of Directors in its management of the business of the corporation, or to otherwise place the provisions permitting restriction on the discretion of the Board of Directors in the management of the business of the corporation by the shareholders by way of a Shareholder Agreement executed by all of the shareholders. The Shareholders' Agreement is to be kept on file with the records of the corporation for examination by the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 20<sup>th</sup> day of February, 1996.

  
\_\_\_\_\_  
William F. Poole, IV  
Incorporator

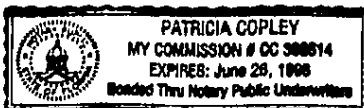
STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, William F. Poole, IV, to me well known to be the person described in and/or that I relied upon the following form of identification of the above-named person: Florida Driver's License and who executed the foregoing instrument, and he acknowledged before me the matters and things contained in the above and foregoing are true and correct, and that an oath was/was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 20<sup>th</sup> day of February, A.D., 1996.

NOTARY SEAL



  
\_\_\_\_\_  
NOTARY SIGNATURE  
Patricia Copley  
\_\_\_\_\_  
PRINTED NOTARY SIGNATURE



**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

**FILED**

96 FEB 26 AM 10:11

**STATE OF FLORIDA**  
**DEPARTMENT OF STATE**

**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF  
PROCESS WITHIN THE STATE OF FLORIDA, AND NAMING THE REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

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In compliance with Section 48.091  
and 607.0501 of the Florida  
Statutes, the following is submitted:

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1. MARTINI GRAPHIC SERVICES, INC., a corporation organized under the laws  
of the State of Florida, with its principal place of business at 700 Beryl Place, Orlando, Florida  
32835, has named William F. Poole, IV, located at 644 West Colonial Drive, Orlando, Florida  
32804, as its Registered Agent to accept service of process within the State of Florida.

Dated:



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By: William F. Poole, IV  
Incorporator

Having been named to accept service of process for the above stated corporation at the  
place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply  
with the provision of all statutes relative to the proper and complete performance of my duties.

I am familiar with and accept the obligations of the position of Registered Agent

Dated:



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William F. Poole, IV, Registered Agent