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Attorneys At Law

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J. Michael Shea, J.D.  
Frank D. Butler, J.D.

EFFECTIVE DATE  
April 25, 1996

March 25, 1996

State of Florida  
Department of State  
Corporate Division  
P. O. Box 6327  
Tallahassee, FL 32314

RE: SUNCOAST PRINTING AND GRAPHICS, INC.

400001761124  
-03/28/96--01061--003  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed is an one original and one (1) copy of the Articles of Incorporation for the above listed corporation. Please file the original in your offices. In addition, please certify and return to us one (1) certified copy of the Articles of Incorporation.

We are enclosing our check in the amount of \$122.50 covering the filing and certification of the Articles of Incorporation for the above listed corporation.

If you have any questions, please do not hesitate to contact the undersigned. Your help and cooperation in this matter is greatly appreciated.

Respectfully and sincerely,

J. Michael Shea

JMS/jcr  
Enclosures

cc: Bill Mitchell

446-2252

95 APR 30 PM 5:34  
DEPT OF STATE  
TALLAHASSEE, FLORIDA

GB 5/1/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

95 APR 30 PM 5:34

April 4, 1996

J. MICHAEL SHEA, ESQUIRE  
P.O. BOX 2742  
TAMPA, FL 33601

SUBJECT: SUNCOAST PRINTING AND GRAPHICS, INC.  
Ref. Number: W96000007252

EFFECTIVE DATE  
April 25, 1996

We have received your document for SUNCOAST PRINTING AND GRAPHICS, 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.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6931.

Garrett Blanton  
Document Specialist

Letter Number: 896A00015392

**ARTICLES OF INCORPORATION**  
**For**  
**SUNCOAST PRINTING & GRAPHICS, INC.**

96 APR 30 PM 5:34

The following shall constitute the Articles of Incorporation organizing a Corporation under the laws of the State of Florida.

**EFFECTIVE DATE**  
April 25, 1996

**ARTICLE ONE**

The name and principal office address of the corporation is:  
SUNCOAST PRINTING & GRAPHICS, INC. - 4803 George Road - Suite 300 - Tampa, Florida 33634

**ARTICLE TWO**

The duration of this Corporation is perpetual. The existence of the Corporation shall commence on the date these Articles of Incorporation are executed.

**ARTICLE THREE**

This Corporation may engage in the transaction of any or all lawful business for which this Florida Corporation may be incorporated pursuant to Chapter 607, Florida Statutes.

**ARTICLE FOUR**

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, with a par value of \$.10 per share.

**ARTICLE FIVE**

The stockholders of this Corporation shall not be accorded any preemptive rights to subscribe for additional shares of the capital stock of this Corporation.

**ARTICLE SIX**

The initial Registered Agent and the street address of the Registered Office of this Corporation shall be:  
William F. Mitchell - 4803 George Road - Suite 300 - Tampa, Florida 33634

**ARTICLE SEVEN**

The initial Board of Directors shall consist of one person, whose name and address is:  
William F. Mitchell - President - 7930 Bay Pointe Drive - #A23 - Tampa, Florida 33614

The number of Directors of the Corporation shall be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

The persons named as initial directors shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE EIGHT**

The name and address of the person signing these Articles of Incorporation as the Incorporator of this Corporation is:

William F. Mitchell - President - 7930 Bay Pointe Drive - #A-23 - Tampa, Florida 33614

**ARTICLE NINE**

The Corporation shall indemnify any and all of its directors or officers or former directors or officers, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock, or of which it is creditor against the expenses actually and necessarily incurred by them, in connection with the defense of any action, suit or proceedings, in which they or any of them are made parties, or a party by reason of being or having been directors or officers, or a director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such director or officer, or former director or officer or person, shall be adjudicated in such action, suit or proceedings, to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreements, vote of stockholders, Chapter 607, Florida Statutes, or otherwise.

#### ARTICLE TEN

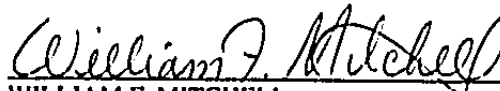
No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of the Corporation or in which the Corporation is interested. No contract, act or transaction of the Corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the Corporation is party or are parties to interested in such contract, act or transactions, or in any way connected with such person or persons, firm or corporation. Each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

#### ARTICLE ELEVEN

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 stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

I, the undersigned, having been named as initial Registered Agent of the Florida Corporation in the foregoing Articles of Incorporation, hereby accept said office and will faithfully serve in such capacity.

I hereby make, subscribe, acknowledge and file these Articles of Incorporation this 25th day of April, 1996.

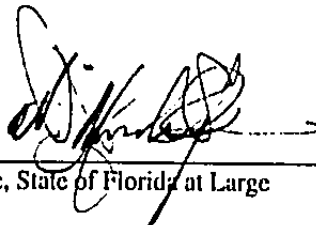


WILLIAM F. MITCHELL,  
as Registered Agent and Incorporator

#### STATE OF FLORIDA

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, William F. Mitchell, who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily, for the purpose of incorporating as a Corporation under the laws of the State of Florida

WITNESS my hand and official seal at Hillborough County, Florida this 25 day of April, 1996.



Notary Public, State of Florida at Large

My Commission Expires:



OFFICIAL SEAL  
J. Michael Shea  
My Commission Expires 03/01/97  
Commission #0030965