

P96000045431

JAMES A. DEMPSEY
2005 HELM LANE
VALRICO FL 33594

MAY 10, 1996

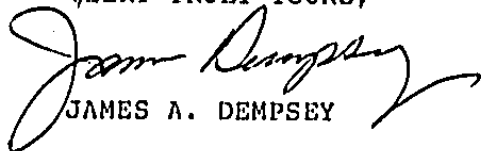
FLORIDA DEPARTMENT OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE FL 32314

ENCLOSED ARE TWO CERTIFICATES OF INCORPORATION AND THE FILING
FEE OF \$122.50 FOR DESIGNER SIGNS & GRAPHIX, INC.

PLEASE PROCESS THESE AND RETURN THE REGISTERED MATERIAL TO ME
AT THE ADDRESS ON THIS LETTERHEAD.

THANK YOU FOR YOUR ASSISTANCE.

VEERY TRULY YOURS,


JAMES A. DEMPSEY

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-05/21/96--01015--016
****122.50 ****122.50
FILED
96 MAY 21 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF
DESIGNER SIGNS & GRAPHIX, INC.

FILED

96 MAY 21 PM 2:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of the corporation is:
Designer Signs & Graphix, Inc.

ARTICLE II

CORPORATE EXISTENCE

The corporation shall have perpetual existence.

ARTICLE III

PURPOSES

The purpose and general nature of the object of this corporation shall be: The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number and class of shares of capital stock this corporation is authorized to have outstanding is one thousand (1,000) shares of common capital stock with one dollar (\$1.00) par value. No stockholder shall have any preemptive right to purchase new stock or any type of stock of this corporation.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The initial principal office of this corporation shall be 2005 Helm Lane, Valrico, Florida, 33594, and the name of the initial registered agent is Mr. James A. Dempsey, 2005 Helm Lane, Valrico, Florida, 33594.

ARTICLE VI

DIRECTORS

Initially this corporation shall have one

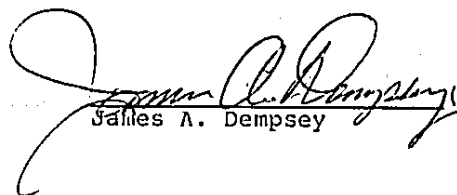
member on the Board. The corporation shall have the authority to operate with a total of seven members of the board of directors, should the corporation choose in the future. The following is the name and address of the initial board of directors member: Mr. James A. Dempsey, 2005 Helm Lane, Valrico, Florida 33594.

ARTICLE VII

SUBSCRIBERS

The name and street address of the person signing these Articles of Incorporation as a subscriber is as follows: Mr. James A. Dempsey, 2005 Helm Lane, Valrico, Florida 33594.

The undersigned, being the original subscriber hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge, and file this Certificate hereby declaring and certifying that the facts stated herein are true, and accordingly, has hereunto set his hand and seal this 10th day of May, 1996.

 (SEAL)
James A. Dempsey

CERTIFICATE DESIGNATING THE PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

FILED
96 MAY 21 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT Designer Signs & Graphix, Inc.
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS
AS CITY OF VALRICO, STATE OF FLORIDA, HAS NAMED
MR. JAMES A. DEMPSEY, LOCATED AT 2005 HELM LANE,
VALRICO, STATE OF FLORIDA, AS ITS AGENT FOR SERVICE
OF PROCESS WITHIN FLORIDA.

SIGNATURE

TITLE: SUBSCRIBER

DATE: MAY 10, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR
THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS
CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

(RESIDING AGENT)

DATE: MAY 10, 1996