

P96000051695

TRANSMITTAL LETTER

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

Color Group

SUBJECT: _____

_____ INC.
(Proposed corporate name - must include suffix)

*****181.25
ENCLOSURES
*****181.25

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: _____

KEN WEINSTEIN

Name (printed or typed)

555204 BOCA ARBOR WAY

Address

BOCA RATON, FLORIDA 33433

City, State & Zip

407/361-0671

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

GB 6/18/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 7, 1996

KEN WEINSTEIN
555204 BOCA ARBOR WAY
BOCA RATON, FL 33433

SUBJECT: AMERICAN GRAPHICS, INC.
Ref. Number: W96000012150

We have received your document for AMERICAN GRAPHICS, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

In reviewing our records, we note there is a(n) AMERICA GRAPHICS, INC., Document number H74535, in existence.

Because of the similarities between the existing corporation and the one you are now seeking to file with us, and because it is our duty to assure that all fees due this office in accordance with section 607.0130(2)(c), Florida Statutes, are collected, we are returning the articles of incorporation unfiled and must request you return the existing corporation to good standing by completing the enclosed reinstatement application and submitting it with the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years 1988 through the current year, \$138.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$1428.75, therefore, there is a balance of \$1297.50 due. Add an additional \$8.75 for each certificate of status requested.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 596A00028543

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I ONE

The name of the corporation shall be: Color Group, Inc.

ARTICLE II PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:
1080 NW 84th Avenue, Plantation, Florida 33322

ARTICLE III NATURE OF BUSINESS

The purpose for which the Corporation is formed and the business and object to be carried on and promoted by are as follows:

To acquire by construction, purchase, lease or otherwise, own, conduct, operate, franchise, manufacture, maintain, and carry on the business of advertising/marketing services, manufacturing, printing, publishing, distributing and selling of posters, signs, displays, exhibits, decorations, devices, specialties, sundries, fixtures, accessories, gifts, greeting cards and merchandise of every class and description, and to do any and all things necessary and pertinent to said business.

To buy, sell, exchange, lease and otherwise acquire, hold, own, control, work, develop, improve, alter, operate, franchise, manage, let, manage, convey, deal in and otherwise turn to account, real estate and personal property of every class and description.

To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the Corporation.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject on all particulars to the limitations relative to corporations which are contained in the General Laws of this State.

To purchase, lease, hire or otherwise acquire, hold, own, develop, improve, and in any manner dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property, and rights, and privileges therein, suitable or convenient for any of the business of the Corporation.

To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage, operate and in any manner dispose of, and to aid and subscribe toward the acquisition, construction, or improvement of, plants, mills, factories, works, buildings, machinery, equipment, and facilities, and any other property or appliances which may appertain to or be useful in the conduct of any of the business of the Corporation.

To acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation heretofore engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of, the whole or any part of the rights, property and business so acquired, and to assume in connection therewith and liabilities of any such person, firm, association or corporation.

To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

To purchase or otherwise acquire, and to hold, sell or otherwise dispose of, and to retire and reissue, shares of its own stock of any class in any manner now or hereafter authorized or permitted by law.

To borrow or raise money for any of the purposes of the Corporation, and to issue bonds, debentures, notes or to issue other obligations of any nature, in any manner permitted by law, for moneys so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon by mortgage or pledge of conveyance or assignment in trust of the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, debentures, notes or other obligations of the Corporation for its corporate purposes.

To guarantee the payment of dividends upon any shares of stock or shares, in, or the performance by contract by, any other corporation or association in which this Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, or other evidence of indebtedness created or issued by any such other corporation or association.

To carry out all or any part of the foregoing objects as principal, factor, agent, contractor or otherwise, either alone or through or in conjunction with any person, firm, association or corporation, and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and any contracts and to do any acts and things, and to exercise any powers, suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in any or all of its branches in any or all states, territories, districts and possessions of the United States of America and in foreign countries

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of this Articles of Incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

ARTICLE IV CAPITAL STOCK

Section 1. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five thousand, five-hundred (5,500) shares of non-cumulative common stock with a per value of \$ 1.00. Each stockholder shall be entitled to one vote for each share of common stock held by him.

A. The stock of the Corporation may not at anytime be modified without the unanimous vote of all stockholders, and at no time may more than one class of stock be permitted.

B. The maximum number of shareholders, whether individuals or estates, may not exceed ten (10), nor may any non-resident alien be a stockholder, or control a stockholder of the Corporation.

C. No transfer of stock may be valid unless consented to by all existing stockholders. Provided that should a proposed bona fide transfer, or a transfer occasioned by a stockholder's death, fail to receive unanimous stockholder approval as required herein, the stockholder requesting said approval may offer said stock to the dissenting stockholders at the proposed selling price, and should the dissenting stockholders refuse to purchase, the proposed transferring stockholder may seek dissolution of the Corporation as provided by law.

D. That the Corporation shall schedule an annual stockholders meeting for the first Monday of January of each and every year. Provided that no stockholder meeting need be held unless a stockholder desiring said meeting impart notice of said desire, in writing, to the other stockholders, not less than thirty (30) days, nor more than sixty (60) days prior to the scheduled meeting date.

E. No contract or other transaction between this Corporation shall be effected in anyway or invalidated by the fact that any of the Directors or stockholders, individually or as members of a firm, corporation or partnership of which said Director or stockholder may be a member, may be a party to said transaction, or may be pecuniary or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such partnership, corporation or firm being so interested, shall disclose said interest to the stockholders.

F. The private property of the stockholders of the corporation shall not be subject to the payment of corporate debt in any manner or extent.

ARTICLE V INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$ 500.00).

ARTICLE VI TERM OF EXISTENCE

This corporation is to exist perpetually

ARTICLE VII DIRECTORS

Section 1. This corporation shall have Three (3) directors, initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but shall never be less than two (2) nor more than seven (7).

Section 2. The Board of Directors of this corporation is authorized to fix the salaries of the corporate officers and directors regardless of whether or not such directors, when fixing such salaries, are fixing their own compensation. The Board of Directors may fix their own compensation for services rendered by them to the corporation, in whatever capacity.

ARTICLE VIII INITIAL DIRECTORS AND OFFICERS

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Ken Weinstein	555204 Boca Arbor Way Boca Raton, FL 33433	President
Paul Fett	1080 NW 84th Ave. Plantation, FL 33322	Vice-President
Darrell Cargill	4781 Veronic Circle Ft. Worth, TX 76137	Vice-President

ARTICLE IX SUBSCRIBERS

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Ken Weinstein	555204 Boca Arbor Way Boca Raton, FL 33433	500	\$ 500.00

ARTICLE X AMENDMENTS

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 a two thirds (2/3) majority of the stock entitled to vote thereon, with the exception of Article III of this charter which shall require the unanimous consent of all the stockholders, provide, however, this charter may be amended under the terms provided by Section 601.18 (8), Florida Statutes of 1961.

ARTICLE X INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the Incorporator(s) to these Articles of Incorporation is(are):

Ken Weinstein
555204 Boca Arbor Way
Boca Raton, Florida 33433

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

14 day of June, 19 96.

(An additional article must be added if an effective date is requested.)



Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

Color Group Inc

1. The name of the corporation is: _____

2. The name and address of the registered agent and office is:

Ken Weinstein

(NAME)

555204 Boca Arlier Way

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Boca Raton, Florida 33433

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

6/17/96
(DATE)