

Attorney At Law

1802 WEST BLIGH AVENUE - BUITE 100 408EE ACIRCIA ARMAT 700 (819)

ADMITTED IN: FLORIDA WEST VIRGINIA

July 1, 1996

Corporate Records Bureau Division of Corporation Department of State P.O. Box 6327 Tallahassee, FL 32301

500001884445 -07/05/96--01014--013 *****70.00 *****70.00

RE:

Articles of Incorporation of

Digital Print Services, Inc.

Dear Sir:

Enclosed herewith please find an original and one (1) copy of the Articles of Incorporation of the above named corporation, together with the certificate designating the registered agent within this State.

I am enclosing my check in the amount of \$70.00 to cover the filing fee, cost of the certified copy and registered agent filing fee.

Please return one certified copy to the undersigned.

Needless to say, should you have any questions or comments, please feel free to contact me.

Sincerely,

R. Jay Harpley, Esquire

Enc: Articles of Incorporation (2)

Check for Filing Fee

USW 7-9-96

21. 2 2 ... 2

Article I - Name

The name of this corporation is Digital Print Services, Inc.

Article II - Duration

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Capital Stock

- (a) The total number of shares of Capital Stock authorized to be issued by the corporation shall be Ten Thousand (10,000) shares having a per value of \$0.10 per share. Each of the said shares of stock shall entitle the holder thereof to:
 - 1. Vote at any meeting of the shareholders. All or any part said Capital Stock may be paid in money or property (other than stock and securities) at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid and shall be nonassessable.
- (b) In the election of Directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.
 - (c) Every shareholder, upon the sale for cash of any new

stock in this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Registered Office and Registered Agent

Initial Registered Office: The address of the initial registered office of the corporation in the state of Florida is 6002 Jet Port Industrial Blvd., Tampa, Fl 33634.

<u>Initial Registered Agent</u>: The registered agent of the corporation at the registered office of the corporation is Raymond F. Morgan, Jr.

Article VI - Capital to Begin Business

The amount of capital with which this corporation will begin business will be a minimum of One Hundred Dollars (\$100.00).

Article VII - Reduction in Stated Capital

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

Article VIII - Initial Board of Directors

The corporation shall initially have one (1) directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office, or death. The number of directors may be either increased or decreased from time to time in accordance with the By-Laws of the corporation. The names and addresses of the initial directors are: Raymond F. Morgan, Jr., 6002 Jet Port Industrial Boulevard, Tampa, Fl 33634.

Article IX - Management

The business of the corporation shall be managed by its Board of Directors.

Article X - Director's Action

Any action permitted or required to be taken by the Directors of this corporation may be taken at meeting of the Directors duly called as provided by law or without a meeting if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Article XI - Incorporator

The name and address of the incorporator signing these Articles is Raymond F. Morgan, Jr., 6002 Jet Port Industrial Boulevard, Tampa, Fl 33634.

Article XII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XIII - General Powers

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all the following powers:

- (a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, or corporation.
 - (b) To enter into, for the benefit of its employees, one or

more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) restricted stock option plan, (6) medical reimbursement plan, (7) insurance programs, or (8) other fringe benefit or incentive compensation plans.

Article XIV - Amendment

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

Article XV - Existence of Corporation

This corporation shall commence business on the day these Articles are filed with the Secretary of State's Office and shall exist perpetually thereafter unless dissolved according to law.

IN WITNESS WHEREOF the subscribing incorporator has hereunto set his hand and seal this <u>lst</u> day of <u>fuly</u>, 1996.

Raymond F. Morgan, Jt.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Raymond F. Morgan, Jr., who is personally known to me or has produced a drivers license as identification as the person who

executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal of the State and County aforesaid, this 151 day of 300, 1990.

Notary Public

My Commission Expires: Q/II/QQ



Pursuant to the Provisions of Sections 607.0502 and 607.1508, Florida Statutes and of Section 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Digital Print Services, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 6002 Jet Port Industrial Blvd., Tampa, Florida, County of Hillsborough, has named Raymond F. Morgan, Jr., as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the responsibility to act in this capacity, and that I am familiar with and accept the obligations of Section 607.0505, Florida Statutes.