

P96000057513

MACFARLANE FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

111 MADISON STREET, SUITE #300
P.O. BOX 164121P 33601
TAMPA, FLORIDA 33602
(813) 773 4800 FAX (813) 773 4100

400 CLEVELAND STREET
P.O. BOX 180912P 34612
CLEARWATER, FLORIDA 34618
(813) 441-8000 FAX (813) 448-8470

IN REPLY REFER TO:

July 3, 1996

D. Scott Douglas
Clearwater

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

400001885174
-07/05/96--01051--011
****122.50 ****122.50

Re: AMERICAN LEAD SERVICES, INC.

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-named corporation. Also enclosed is the registered agent form and our firm check in the amount of \$122.50 to cover the \$35.00 filing fee, \$52.50 certification fee and \$35.00 registered agent designation fee.

Should you have any questions, please advise.

Sincerely yours,

D. Scott Douglas
D. Scott Douglas

/dlv
Encs.

FILED
96 JUL -5 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL JUL -9 1996

ARTICLES OF INCORPORATION
OF
AMERICAN LEAD SERVICES, INC.

FILED
96 JUL -5 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is: American Lead Services, Inc.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

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

ARTICLE IV

Capital Stock

This corporation is authorized to issue 7,500 shares at One (\$1.00) Dollar par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the

common stock above designated.

ARTICLE V

Preemptive Rights

Any shareholder, upon the sale, by the corporation, for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Principal Office and Registered Agent

The street address of the principal office of this corporation is D. Scott Douglas and the name of the initial registered agent of this corporation at that address is 400 Cleveland Street, Suite 900, Clearwater, FL 34615.

ARTICLE VII

Initial Board of Directors and Officers

This corporation shall have three directors and/or officers initially. The number of directors and/or officers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
James F. Henry	200 N. Garden Avenue Suite 200 Clearwater, FL 34615	President

Timothy B. McKinney	200 N. Garden Avenue Suite 200 Clearwater, FL 34615	Treasurer
William J. Ramsey	200 N. Garden Avenue Suite 200 Clearwater, FL 34615	Secretary

ARTICLE VIII

Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
James F. Henry	200 N. Garden Avenue Suite 200 Clearwater, FL 34615

ARTICLE IX

By-Laws

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

ARTICLE X

Shareholder Quorum and Voting

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII

Indemnification

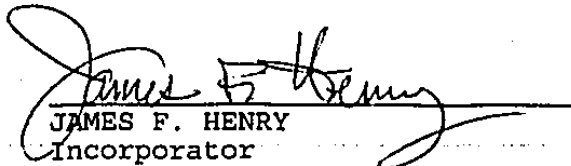
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

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.

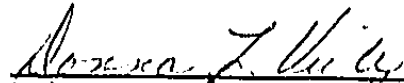
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of July, 1996.


JAMES F. HENRY
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, JAMES F. HENRY, to me personally known to be the individual described in and who executed the foregoing instrument or who has produced his drivers license as identification and who did take an oath and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 3rd day of July, 1996.


Print Name DORINA L. VEILE
Notary Public
My Commission Expires:



D. M. VEILE
NOTARY PUBLIC, State Of
Florida, My Commission
Expires May 18, 2000.
Commission # CC 555587.

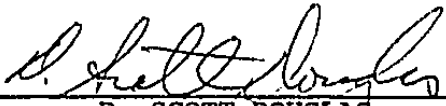
CERTIFICATE DESIGNATING PLACE OF RESIDENCE
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That **American Lead Services, Inc.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Clearwater, County of Pinellas, State of Florida, has named **D. SCOTT DOUGLAS** located at 400 Cleveland Street, Suite 900, City of Clearwater, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



D. SCOTT DOUGLAS
Resident Agent

FILED
96 JUL -5 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000057513

MACFARLANE FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

111 MADISON STREET, SUITE 2300
P.O. BOX 1831 (ZIP 33601)
TAMPA, FLORIDA 33608
(813) 873-4800 FAX (813) 873-4386

400 CLEVELAND STREET
P. O. BOX 1889 (ZIP 34617)
CLEARWATER, FLORIDA 34618
(813) 441-8986 FAX (813) 442-8470

IN REPLY REFER TO:

September 26, 1996

Clearwater

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

300001961523
-10/01/96--01146--018
*****87.50 *****87.50

Re: AMERICAN LEAD SERVICES, INC.

Gentlemen:

Enclosed for filing please find Articles of Amendment for the above corporation. Also enclosed please find our check in the amount of \$87.50 representing the filing fee (\$35.00) and certification fee (\$52.50). This is to request that a certified copy of such document be forwarded to the attention of the undersigned.

Should you have any questions, please advise.

Sincerely yours,

D. Scott Douglas

/dlv
Encs.

SH 10/4

FILED
96 SEP 30 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

FILED
96 SEP 30 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. Article I of the Articles of Incorporation of American Lead Services, Inc. is hereby amended to read:

ARTICLE I

Name

The name of this corporation shall be:

COLORTECH PLUS, INC.

II. The foregoing amendment was adopted by the unanimous vote of the shareholders and directors of this corporation on the 25th day of September 1996.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 25th day of September, 1996.


Secretary


President

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, James F. Henry, as President, to me personally known to be the individual described in and who executed the foregoing instrument or who has produced Drivers License as identification and who did take an oath and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 25th day of September, 1996.

Rebecca A. McCleary
Print Name Rebecca A. McCleary
Notary Public
My Commission Expires:



"OFFICIAL SEAL"
Rebecca A. McCleary
My Commission Expires 5/15/99
Commission #CC 484417