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TALLAHASSEE, FL 32301-2607  
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904-222-0191 FAX

800-342-8086



PRIME HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 030005 82521A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 24, 1996

ORDER TIME : 10:59 AM

ORDER NO. : 030005

CUSTOMER NO: 82521A

CUSTOMER: Alan B. Almand, Esq  
NEWTON & ALMAND

10192 San Jose Boulevard

Jacksonville, FL 32257

600001903446  
-0724796--01070--022  
\*\*\*122.50 \*\*\*122.50

DOMESTIC FILING

NAME: SMITH GRAPHIC SERVICES, INC.

EFFECTIVE DATE:

EFFECTIVE DATE

7-23-96

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

Dmc

7.24.96

FILED  
RECEIVED  
56 JUL 24 PM 12:43  
55 JUL 24 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**

**OF**

**SMITH GRAPHIC SERVICES, INC.**

**FILED**  
96 JUL 24 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**ARTICLE I**

**Name**

**EFFECTIVE DATE**

**7-23-96**

**Section 1.1. Name.** The name of the corporation is Smith Graphic Services, Inc.

**ARTICLE II**

**Duration**

**Section 2.1. Duration.** This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III**

**Purpose**

**Section 3.1. Purpose.** This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

**ARTICLE IV**

**Capital Stock**

**Section 4.1. Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock.

The shares of stock may be issued for such consideration, having a value of not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

**ARTICLE V**

**Principal Office**

The principal office and mailing address of the corporation is 11250 Old St. Augustine Road, Suite #15-338, Jacksonville, Florida 32257

## **ARTICLE VI**

### **Initial Registered Office and Agent**

**Section 6.1. Name and Address.** The street address of the initial registered office of this corporation is 11250 Old St. Augustine Road, Suite #15-338, Jacksonville, Florida 32257, and the name of the initial registered agent of this corporation is Wayne A. Smith, whose address is 11250 Old St. Augustine Road, Suite #15-338, Jacksonville, Florida 32257.

## **ARTICLE VII**

### **Directors**

**Section 7.1. Number.** This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

**Section 7.2. Initial Directors.** The names and street addresses of the members of the first board of directors of the corporation are:

<b><u>Name</u></b>	<b><u>Street Address</u></b>
Wayne A. Smith	11250 Old St. Augustine Road Suite #15-338 Jacksonville, Florida 32257
Beverly A. Smith	11250 Old St. Augustine Road Suite #15-338 Jacksonville, Florida 32257

**Section 7.3. Compensation.** The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

**Section 7.4. Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## **ARTICLE VIII**

### **Bylaws**

**Section 8.1 Bylaws.** The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE IX**

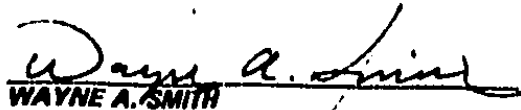
**Incorporator**

**Section 9.1. Name and Address.** The name and street address of the incorporator of this corporation is:

Wayne A. Smith

11250 Old St. Augustine Road  
Suite #15-338  
Jacksonville, Florida 32257

**IN WITNESS WHEREOF**, the incorporator has executed these Articles the 23rd day of July, 1996.

  
WAYNE A. SMITH

STATE OF FLORIDA

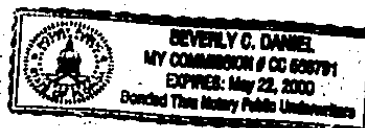
COUNTY OF DUVAL

The foregoing instrument ~~was acknowledged before me~~ this 23rd day of July, 1996, by Wayne A. Smith. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
Notary Public, State of Florida

Print Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



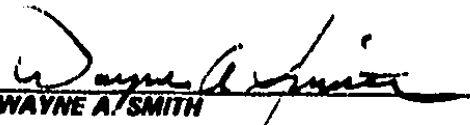
**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

**FILED**

96 JUL 24 PM 12:43

In compliance with FLA. STAT. Sections 48.091 and 607.0501, the following STATE  
is submitted: TALLAHASSEE, FLORIDA

Smith Graphic Services, Inc., desiring to organize or qualify under the laws of  
the State of Florida, hereby designates Wayne A. Smith its registered agent to  
accept service of process within the State of Florida and the address of its  
registered office shall be 11250 Old St. Augustine Road, Suite #15-338,  
Jacksonville, Florida 32257.

  
WAYNE A. SMITH

**Dated:** July 23, 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.

  
WAYNE A. SMITH

**Dated:** July 23, 1996