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TRANSMITTAL LETTER

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

RECEIVED
FEB 14 1996
TALLAHASSEE, FL 32314

SUBJECT: RIPS TECHNOLOGY & IMAGESETTERS, INC.

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: Frederick W. Hillier

4370 S. Tamiami Trail # 156
Sarasota, FL 34231

(941) 925-1303

NK same 8/14/96
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ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

RIPS, TECHNOLOGY & IMAGESETTERS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4370 South Tamiami Trail, Suite 156
Sarasota, Florida 34231

ARTICLE III SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is:
TWO HUNDRED THOUSAND (200,000) shares of common stock, each share having the par value of **ONE CENT (\$0.01)**.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: **FREDERICK W. HILLIER, 4370 S. Tamiami Trail, Suite 156 Sarasota, Florida 34231.**

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is):
FREDERICK W. HILLIER, 4370 South Tamiami Trail, Suite 156 Sarasota, Florida 34231.

ARTICLE VI QUORUM AND SHAREHOLDER ACTION

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. Unless otherwise provided under law, these articles of incorporation or the bylaws, if a quorum is present, action on a matter, other than the election of directors, shall be approved if the votes cast by the holders of the shares represented at the meeting and entitled to vote favoring the action exceed the votes cast opposing the action. Directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present.

ARTICLE VII VOTING OF SHARES

Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders, except as may be provided under law or the Bylaws. A shareholder may vote either in person or by proxy executed in writing by the shareholder or the shareholder's duly authorized attorney-in-fact.

At each election of directors, each shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by the shareholder, for as many persons as there are directors to be elected at that time and for whose election the shareholder has a right to vote.

ARTICLE VIII-DIRECTORS

The initial Directors of the Corporation shall be:

**Kenneth R. Hillier
Ethan J. Edwards
James R. Hillier**

whose addresses shall be the same as the principal office of the Corporation.

POWERS Except as may be otherwise provided by law or the articles of incorporation, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of directors.

NUMBER, ELECTION AND TERM OF OFFICE. The Board of directors shall consist of not less than one nor more than ten directors. Within the limits specified, the number of directors shall be determined (a) by a vote of the stockholders at the annual meeting, or (b) by a vote of the stockholders at a special meeting called for the purpose by the Board of Directors, or (c) by vote of the Board of Directors. Except for the initial directors and except for a VACANCY, the directors shall be elected at the annual meeting or special meeting in lieu of the annual meeting and until their successors are chosen and qualified.

VACANCIES. In the event of a vacancy in the Board of directors, by reason of an enlargement of the Board of directors or otherwise, the remaining directors, by majority vote, may elect a director to fill such vacancy and may exercise the powers of the full Board of directors until the vacancy is filled.

ARTICLE IX OFFICERS

The officers of the Corporation shall be:

President:	Kenneth R. Hillier
Vice-President:	Ethan J. Edwards
Secretary:	Kenneth R. Hillier
Treasurer:	Kenneth R. Hillier

Whose addresses shall be the same as the principle office of the Corporation.

ARTICLE X BYLAWS

The Board of directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of directors equal to a majority of the number who would constitute a full Board of directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XI EFFECTIVE DATE

These Article of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

The undersigned incorporator has executed these Articles of Incorporation this
8th day of AUGUST 1996.


Signature

**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.

1. The name of the corporation is: RIPS, TECHNOLOGY & IMAGESETTERS, INC.

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

FREDERICK W. HILLIER
(NAME)

4370 S. Tamiami Trail suite 156
(P.O. Box or Mail Drop **NOT** ACCEPTABLE)

Sarasota, Florida 34231
(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.

Frederick W. Hillier
(SIGNATURE)

August 24 1996
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314