

796000071271
DONNA L. DRAVES
ATTORNEY AND COUNSELOR AT LAW
120 EAST CONCORD STREET ORLANDO, FLORIDA 32801
(407) 423-1183 FAX (407) 841-6746

August 23, 1996

500001932015
-08/26/96--01026--004
****122.50 ****122.50

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

RE: TORMENTED SOUL DERMAGRPHICS, INC.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above-referenced corporation along with the Designation of and Acceptance by Registered Agent and my Check #2800 in the amount of \$122.50 for the filing fee.

Also enclosed please find a copy of the Articles of Incorporation to be certified and returned to our office.

Thank you for your assistance in this matter.

Very truly yours,

Donna L. Draves

Donna L. Draves

DLD/keas

Enclosures: Original Articles of Incorporation
Copy of Articles of Incorporation
Check #2800 (\$122.50)

AUG 27 1996

FILED
96 AUG 23 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
BSP

ARTICLES OF INCORPORATION
OF
TORMENTED SOUL DERMAGRAPHICS, INC.

FILED
96 AUG 23 PM 3:19
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be TORMENTED SOUL DERMAGRAPHICS, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or of any other state, county, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is TEN THOUSAND (10,000) Shares of common stock. Each share shall have a par value of \$1.00 per share.

ARTICLE IV

ADDRESS

The street address of the initial registered office of the corporation shall be 120 E. Concord Street, Orlando, Florida 32801 and the name of the initial Registered Agent for the corporation is DONNA L. DRAVES

ARTICLE V

SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish compliance.

ARTICLE VI

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII

LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his or her services, in the absence of fraud or wrongdoing shall be indemnified, whether then in office or not, for any and all reasonable costs or expenses incurred by him or her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him or her by reason of his or her being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII

SELF DEALING

No contract or other such transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors or officers of any other corporation, and directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from his contracting with the corporation for the benefit of himself/herself or any firm, association or corporation in which he or she may be in any way interested. Any of the directors of the corporation may vote upon any and all transaction(s) with the corporation without regard to the fact that he or she is also a director of such subsidiary or corporation.

ARTICLE IX

DIRECTOR

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

BRIAN V. CROSS
251 New Gate Loop
Heathrow, Florida 32746

ARTICLE X

INCORPORATOR

The name and address of the Incorporator is:

BRIAN V. CROSS
251 New Gate Loop
Heathrow, Florida 32746


IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 7th day of August, 1996.

INCORPORATOR:

Brian V. Cross (B.P.O.A.)
Barclay S. Cross (notary) (LS)
BRIAN V. CROSS

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 7th day of August, 1996.


PRINT NAME: *Pamela Padilla*
NOTARY PUBLIC, STATE OF FLORIDA
My Commission expires: *12-22-99*
TYPE OF IDENTIFICATION USED: *personally known*



PAMELA PADILLA
COMMISSION # CC 520425
EXPIRES DEC 22, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT

FILED
96 AUG 23 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida.

TORMENTED SOUL DERMAGRAPHICS, INC., a corporation organized under the laws of the State of Florida, with its principal office located at 251 New Gate Loop, Heathrow, Florida 32746, has named DONNA L. DRAVES whose address is 120 E. Concord Street, Orlando, Florida 32801, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law. I further state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

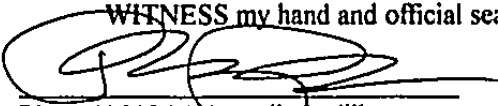
REGISTERED AGENT:


DONNA L. DRAVES

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Donna L. Draves to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal this 7th day of August, 1996.


PRINT NAME: Pamela Padilla
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires: 12-22-99

NOTARY PUBLIC
STATE OF FLORIDA
PAMELA PADILLA
COMMISSION # CC 520425
EXPIRES DEC 22, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

TYPE OF IDENTIFICATION USED: personally known

P96000071271

DONNA L. DRAVES
ATTORNEY AND COUNSELOR AT LAW

120 EAST CONCORD STREET
407/423-1183

ORLANDO, FLORIDA 32801
FAX: 407/841-6746

March 13, 1997

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

500002114935--1
-03/17/97--01069--003
*****35.00 *****35.00

- RE: TORMENTED SOUL DERMAGRAPHS, INC.

Dear Sir or Madam:

Enclosed please find the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation along with the Written Consent of the Sole Shareholder and my Check #3300 in the amount of \$35.00 for the filing fee.

Thank you for your assistance in this matter.

Very truly yours,



Donna L. Draves

DLD/keas

Enclosures: Original Articles of Amendment of Articles of Incorporation
Written Consent of the Sole Shareholder
Check # 3300(\$35.00)

SH 3/19
NC

FILED
97 MAR 17 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
TORMENTED SOUL DERMAGRAPHS, INC.

FILED
97 MAR 17 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1008 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Article I - Name

The name of the corporation is TORMENTED SOUL DERMAGRAPHS, INC. (hereinafter referred to as the "Corporation").

Article II - Adoption and Text of Amendments*

All of the directors of the Corporation approved a resolution amending Article I of the Articles of Incorporation by written consent dated the 5th day of March, 1997, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and all of the shareholders of the Corporation approved the resolution amending Article I of the Articles of Incorporation by written consent dated the 5th day of March, 1997, in accordance with the provisions of Section 607.0704 of the Florida Statutes. The following is a true and correct copy of the resolution amending Article I of the Articles of Incorporation:

RESOLVED, that Article I of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

"ARTICLE I - Name

The name of the corporation shall be QUAD DESIGN, INC."

Article III - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated this 5th day of March, 1997.

TORMENTED SOUL DERMAGRAPHS, INC.

By: Brian V. Cross (P.O.A)
Brian V. Cross, President
Sheldine L. Cross (Mother)

**WRITTEN CONSENT OF THE SOLE SHAREHOLDER
OF TORMENTED SOUL DERMAGRAPHS, INC.
TO ACTION IN LIEU OF A MEETING
OF THE SHAREHOLDERS
OF TORMENTED SOUL DERMAGRAPHS, INC.
PURSUANT TO SECTION 607.0704 OF THE FLORIDA STATUTES**

The undersigned, being the sole shareholder of TORMENTED SOUL DERMAGRAPHS, INC., a Florida corporation (hereinafter referred to as the "Corporation"), hereby consents to, authorizes, adopts and approves the following corporate actions and resolutions by written consent in lieu of a meeting of the shareholders of the Corporation pursuant to Section 607.0704 of the Florida Statutes:

RESOLVED, that Article I of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

"ARTICLE I - Name

The name of the Corporation shall be QUAD DESIGNS, INC."

Dated this 5th day of March, 1997.

Brian V. Cross (P.A.A.)
Brian V. Cross
Sheldene J. Cross (mother)