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RONALD C. WATERS, P.A.

1300 88th AVENUE NORTH

ST PETERSBURG, FL 33702

(813-576-0752)

SECRETARY OF STATE

OCTOBER 23, 1996

DIVISION OF CORPORATIONS

P.O. BOX 6327

TALLAHASSEE, FL 32314

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****122.50 ****122.50

REFERENCE: MAX POMEROY GRAPHIC & DESIGN, INC.

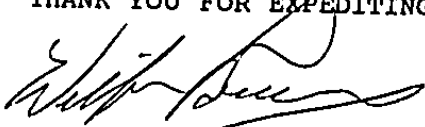
DEAR SIR OR MADAM:

THE ENCLOSED CHECK IS TO COVER ALL FILING, CERTIFIED COPY, &
REGISTERED AGENT FEES FOR THE ABOVE LISTED CORPORATION.

PLEASE MAIL ALL FUTURE CORRESPONDENCE TO MY ACCOUNTANT,

RONALD C. WATERS AT HIS OFFICE ADDRESS LISTED ABOVE.

THANK YOU FOR EXPEDITING THIS MATTER.


WILLIAM D. POMEROY
PRESIDENT

~~001-2-0-1996~~ BSB
OCT 29 1996

FILED

96 OCT 25 AM 11:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

THE UNDERSIGNED SUBSCRIBES TO THESE ARTICLES OF INCORPORATION,
COMPETENT TO CONTRACT, HEREDY FORM A CORPORATION UNDER THE
LAWS OF THE STATE OF FLORIDA.

ARTICLE ONE

CORPORATE NAME: THE NAME OF THE CORPORATION IS: MAX POMEROY
GRAPHIC & DESIGN, INC.

ARTICLE TWO:

DURATION: THE CORPORATION SHALL EXIST PERPETUALLY UNLESS
DISSOLVED UNDER FLORIDA LAW.

ARTICLE THREE

PURPOSE: THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF
PERMITTTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE
OF FLORIDA.

ARTICLE FOUR

CAPITAL STOCK: THE CORPORATION IS AUTHORIZED TO ISSUE ONE
THOUSAND (1000), SHARES OF COMMON STOCK, PAR VALUE OF ONE
DOLLAR, (1.00), WHICH SHALL BE VOTING STOCK SHARES.

ARTICLE FIVE

COMMENCEMENT OF BUSINESS: THE CORPORATION WILL NOT BEGIN BUSINESS ACTIVITY UNTIL IT HAS RECEIVED FOR THE VALUE OF THE SHARES, THE EQUIVALENT OF ONE THOUSAND DOLLARS, (\$1000.00), IN CASH OR PROPERTY.

ARTICLE SIX

BOARD OF DIRECTORS: THE CORPORATION SHALL HAVE ONE DIRECTOR, WILLIAM D. POMEROY, INITIALLY AND MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME AS ALLOWED IN THE BYLAWS, BUT SHALL NEVER BE LESS THAN ONE, (1).

ARTICLE SEVEN

PRINCIPAL OFFICE ADDRESS: THE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS: 226 49th AVENUE NORTH, ST PETERSBURG, FLORIDA, 33701. IT MAY CHOOSE TO HAVE OTHER OFFICES, BUT NONE OUTSIDE THE STATE OF FLORIDA.

ARTICLE EIGHT

REGISTERED OFFICE: THE ADDRESS OF THE REGISTERED OFFICE IS 1300 88th AVENUE N, ST PETERSBURG, FL 33702. THE REGISTERED AGENT FOR THE CORPORATION AT THIS ADDRESS IS RONALD C. WATERS.

ARTICLE NINE

INCORPORATOR: THE ADDRESS OF THE INCORPORATOR IS: 1300
88th AVENUE N, ST PETERSBURG 33702. THE INCORPORATOR FOR THE
CORPORATION AT THIS ADDRESS IS RONALD C. WATERS.

ARTICLE TEN

BYLAWS: THE DIRECTORS ARE EMPOWERED TO MAKE, ALTER, AMEND OR
REPEAL ANY AND ALL BYLAWS OF THE CORPORATION WITHOUT RESTRICTIONS
OF THE POWERS CONFERRED BY THE STATUTES OF THE STATE OF FLORIDA.

ARTICLE ELEVEN

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 TWELVE

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY
OF, AND THE BUSINESS AFFAIRS OF THIS CORPORATION SHALL BE MANAGED
UNDER THE DIRECTION OF THE BOARD OF DIRECTORS OF THE CORPORATION.

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TALLAHASSEE, FLORIDA

REGISTERED AGENT OF RONALD C. WATERS ACCEPTS THE DESIGNATION
OF REGISTERED AGENT FOR THE CORPORATION NAMED ABOVE TO MAINTAIN THE
REGISTERED OFFICE OF THE CORPORATION AS REQUIRED.

SIGNED

Ronald C. Waters
RONALD C. WATERS
RONALD C. WATERS, PA *Ronald C. Waters, PA*
REGISTERED AGENT, INCORPORATOR