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January 3, 1997

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Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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12-31-96

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Re: Creative Communications and Graphics, Inc. (a New Jersey corporation)
Creative Communications & Graphics, Inc. (a Florida corporation)

Dear Sir or Madam:

Enclosed for filing is an original and one copy of an Application By Foreign Corporation For Withdrawal of Authority to Transact Business or Conduct Affairs in Florida along with our firm check in the amount of \$35.00 to pay the filing fee. Please stamp the copy of the Application and return to me at the address shown above.

Also enclosed for filing (after the above Application is filed), is an original and one copy of Articles of Incorporation for Creative Communications & Graphics, Inc. along with our firm check for \$70.00 to pay the filing fee and resident agent fee. Please stamp and return the copy of the Articles to me at the above address.

By first withdrawing the authority of the New Jersey corporation to conduct business within the State of Florida, there should be no prohibition to incorporating another business in Florida with the same name. For your information, the same individuals own and operate both the New Jersey corporation and the Florida corporation and the New Jersey corporation is in the process of being dissolved.

If there are any questions, please call the undersigned at the telephone number shown above.

Sincerely,

Clarence F. Frazier
Clarence F. Frazier

Enclosures

c: Frank Lepore

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FILED
97 JAN -6 AM 11:55
TALLAHASSEE, FLORIDA

mc 1/14/97

EXPIRATION DATE
12-31-96

FILED
97 JAN -6 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CREATIVE COMMUNICATIONS & GRAPHICS, INC.

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

Section 1.1. Name. The name of this corporation shall be Creative Communications & Graphics, Inc.

Article II
Principal Office and Mailing Address

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 8301 Cypress Plaza Drive, Suite 201, Jacksonville, Florida 32256.

Article III
Capital Stock

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of voting common stock and 22,500 shares of nonvoting common stock, each having a par value of \$1.00 per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 3.3. Approval of Shareholders Required for Merger. The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Article IV
Initial Registered Agent and Address

Section 4.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

Frank G. Lepore
8301 Cypress Plaza Drive, Suite 201
Jacksonville, Florida 32256

Article V
Incorporator

Section 5.1. Name and Address. The name and street address of the incorporator of this corporation is:

Frank G. Lepore
8301 Cypress Plaza Drive, Suite 201
Jacksonville, Florida 32256

Article VI
Duration

Section 6.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on December 31, 1996.

Article VII
Purposes

Section 7.1. Purposes. 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 VIII
Directors

Section 8.1. Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

Section 8.2. Initial Directors. The names and street addresses of the initial directors of the corporation are:

Frank G. Lepore
8301 Cypress Plaza Drive, Suite 201
Jacksonville, Florida 32256

Mark F. Lepore
8301 Cypress Plaza Drive, Suite 201
Jacksonville, Florida 32256

Section 8.3. 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 8.4. 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 IX **Bylaws**

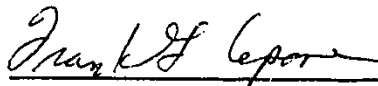
Section 9.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X **Amendment**

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of

Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 16th day of December, 1996.

A handwritten signature in cursive script, appearing to read "Frank G. Lepore", is written over a horizontal line.

FRANK G. LEPORE

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

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

Creative Communications & Graphics, Inc., desiring to organize or qualify under the laws of the State of Florida hereby designates Frank G. LaPore as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 8301 Cypress Plaza Drive, Suite 201, Jacksonville, Florida 32256.

DATED this 16th day of December, 1996.

Frank G. Lepore
FRANK G. LEPORE

Having been named as registered agent 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.

DATED this 16th day of December, 1996.

Frank G. Lepore
FRANK G. LEPORE

FILED
97 JUL -6 AM 11:56
TALLAHASSEE, FLORIDA