

P97000022766

900002116249--1
-03/18/97--01074--008
****122.50 ****122.50

1788

VISUAL GRAPHICS, INC. II
1136 BOULEVARD
MACON, GA 31211

Pay to the order of DEVISIONS OF CORP \$ 122.50
One hundred twenty two & 50/100 Dollars

INCORPORATE
GRAPHIC
IMAGERY
II

Mertha F. Rutland

0001788 0610155 2080000 187909

904-261-4013

need principal office

FILED
97 MAR 13 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GRAPHIC IMAGERY, INC. II

FILED
97 MAR 13 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is GRAPHIC IMAGERY, INC. II.

ARTICLE II - DURATION

The Corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business for which corporation may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 2000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 382 South Fletcher, Suite 100, Amelia Island, Florida 32034 and the name of the initial registered agent of this corporation at that address is Martha F. Rutland. The principal office and registered office are the same.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the Corporation is:

Martha Frances Rutland
The Oceans of Amelia
382 South Fletcher
Amelia Island, Florida 32034

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator signing these articles is: Martha F. Rutland, 382 South Fletcher, Suite #100, Amelia Island, Florida 32034.

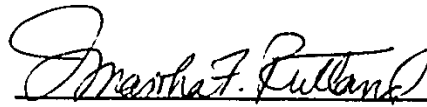
ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation of this 8th day of March, 1997.


Martha F. Rutland
Incorporator

FILED

97 MAR 13 AM 10:45

SECRETARY OF STATE
HASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

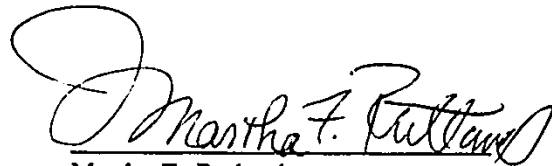
In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that GRAPHIC IMAGERY, INC. II, a Corporation duly qualified under the laws of the State of Florida with its principal of business at Amelia Island, Florida has named MARTHA F. RUTLAND, located at 382 South Fletcher, Suite 100, Amelia Island, Florida 32034 as its agent to accept service of process within Florida.



Martha F. Rutland
Incorporator

Having been named to accept service of process for the above-named 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 performance of my duties.



Martha F. Rutland
Registered Agent