



P97000045275

ACCOUNT NO. : 072100000032

REFERENCE : 398023 5801A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 20, 1997

ORDER TIME : 9:50 AM

ORDER NO. : 398023-005

CUSTOMER NO: 5801A

CUSTOMER: Joan Henry, Legal Assistant
PAVESE GARNER HAVERFIELD
DALTON HARRISON & JENSEN

600002185166--E
-05/20/97--01059--007
****122.50 ****122.50

1833 Hendry Street
Fort Myers, FL 33901-3095

DOMESTIC FILING

NAME: INTERFARBEN-IDD, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

00680
697-11803
16

FILED
MAY 20 PM 1:14
TALLAHASSEE, FLORIDA

SN MAY 20 1997

PAVESE, GARNER, HAVERFIELD, DALTON, HARRISON & JENSEN
ATTORNEYS AND COUNSELORS AT LAW

1933 HENDRY STREET
POST OFFICE DRAWER 1507
FORT MYERS, FLORIDA 33902-1507
(813) 334-2195
FAX (813) 332-2243

4635 SOUTH DEL PRADO BOULEVARD
POST OFFICE BOX 88
CAPE CORAL, FLORIDA 33918-0088
(813) 642-3148
FAX (813) 642-8863

SUITE 203
4624 GUN CLUB ROAD
WEST PALM BEACH, FLORIDA 33415
(407) 471-1368
FAX (407) 471-0622

MARY VLASAK SNELL
(841) 336-6266

PLEASE REPLY TO:
FORT MYERS OFFICE

May 19, 1997

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

Re: **INTERFARBEN-IDD, INC.**

Dear Sir or Madam:

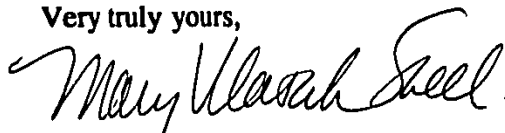
Enclosed herewith is the original and one copy of the Articles of Incorporation of the above referenced corporation, together with a check in the amount of \$122.50, said check allocated as follows:

\$35.00 - filing fee
\$35.00 - registered agent fee
\$52.50 - certified copy

Please certify and return one copy of the Articles of Incorporation.

Thank you for your cooperation in this matter.

Very truly yours,


MARY VLASAK SNELL

MVS:jh
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 20, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: INTERFARBEN-IDD, INC.
Ref. Number: W97000011803

RESUBMIT

Please give original
submission date as file date.

We have received your document for INTERFARBEN-IDD, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 797A00027099

RECEIVED
CORPORATIONS
MAY 21 1997
TALLAHASSEE, FL

ARTICLES OF INCORPORATION
OF

INTERFARBEN-IDD, INC.

FILED
97 MAY 20 PM 1:14
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607, and hereby sets forth and declares:

CHARTER

Article I
Name

The name of the corporation shall be INTERFARBEN-IDD, INC.

Article II
Purpose

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article III
Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue shall be 10,000 shares of \$1.00 par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. The shares of the Corporation

shall not be divided into classes and the Corporation is not authorized to issue shares in series.

Article IV Existence

The corporation shall commence business on filing with the Secretary of State, and it shall be perpetual until dissolved as provided by law.

Article V Principal Place of Business

The principal place for the transaction of its business shall be 2529 N. Airport Road, the City of Fort Myers, County of Lee, in the State of Florida. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

Article VI Board of Directors

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors shall be established by the Shareholders at their annual meeting or any special meeting called for such purpose, unless the number is fixed by the Bylaws.

Article VII
Incorporation

The name and post office address of the incorporator is as follows:

MARY VLASAK SNELL
1833 Hendry Street
Fort Myers, FL 33901

Article VIII
Indebtedness

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

Article IX
Registered Agent and Office

The street address of the initial registered office of this corporation is 1833 Hendry Street, Fort Myers, Florida, 33901, and the name of the initial registered agent of this corporation at that address is MARY VLASAK SNELL.

Article X
Preemptive Rights

This corporation elects to have preemptive rights. Each 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 XI
ByLaws

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

Article XII
Notice

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Article XIII
Director and Officer Liability

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by

reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

Article XIV Related Transactions

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, Purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so

interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, I, MARY VLASAK SNELL, the undersigned being the incorporator hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true and accordingly set my hand and seal this 19th day of May, 1997.

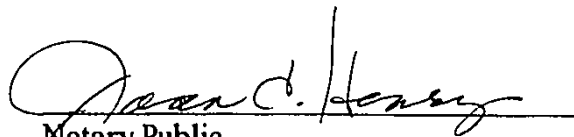
Mary Vlasak Snell (SEAL)
MARY VLASAK SNELL

STATE OF FLORIDA)
)
COUNTY OF LEE)

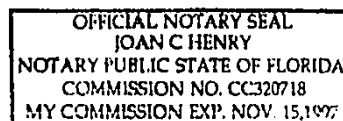
I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared MARY VLASAK SNELL, who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certify and acknowledge that she made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 19 day of

Mary, 1997.


Notary Public

My Commission Expires:



In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First--That INTERFARBEN-IDD, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Fort Myers, County of Lee, State of Florida, has named MARY VLASAK SNELL, located at 1833 Hendry Street, City of Fort Myers, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: Mary Vlasak Snell
MARY VLASAK SNELL, Registered Agent