

## TRANSMITTAL LETTER

**SUBJECT:** ~~GRAPHIC SERVICES, INC~~

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 -03/11/97--01016--001  
 \*\*\*[3],25 \*\*\*[3],25

**ADDITIONAL COPY REQUIRED**

STATE  
MAY 17 PM 1:31

cc 10/17/97

# TAYLOR, GANSON & PERRIN, L.L.P.

COUNSELLORS AT LAW

VARNUM TAYLOR (1909 - 1979)  
CHARLES MACKAY GANSON (1908 - 1982)  
WM. GARDNER PERRIN  
BRADLEY RIDGWAY COOK  
CHARLES F. O'CONNELL  
JOHN A. LEITH  
RAYMOND W. RAWLINGS\*  
JOHN C. PRESCOTT, JR.  
JOHN L. TALVACCHIA  
PAUL F. DONOVAN  
JOHN F. FULGINITI

VERLINDA PEABODY MOORE  
JOANNE CRAIG  
JOSEPH G. IMBRIANI  
EDWARD R. MARTIN  
PATRICIA M. DARRIGO\*\*  
MARIA C. LAMPASONA  
SUSAN M. KEALY  
NINA J. PELLETIER  
MAUREEN B. CARNEY

OF COUNSEL:  
JAMES D. COLT  
WILLIAM F. KEHOE

\* ALSO ADMITTED IN NEW HAMPSHIRE  
\*\* ALSO ADMITTED IN NEW YORK AND NEW JERSEY

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

RE: F&Z Holdings, Inc. (formerly submitted as Graphic Services, Inc.)

Dear Sir or Madam:

Enclosed please find the original and two (2) copies of the articles of incorporation for the above-referenced corporation, as well a copy of a letter from your office stating that the name designated was unavailable. A new name has been noted on the Articles, which we are now resubmitting.

Please note that the original filing contained a check for \$131.25, to cover the filing fee, certified copy, and certificate.

Thank you for your assistance with this matter.

Sincerely,

  
John L. Talvacchia

enc.

THE LANDMARK  
160 FEDERAL STREET  
TWENTIETH FLOOR  
BOSTON, MASSACHUSETTS 02110

TELEPHONE: 617 951-2777  
FACSIMILE: 617 951-0989

BEVERLY FARMS, MASSACHUSETTS

TELEPHONE: 508 921-7330  
FACSIMILE: 508 921-7332

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STATE  
CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
CORPORATIONS  
97 OCT 17 PM 1:31

September 12, 1997

TAYLOR, GANSON & PERRIN, P.A.  
ATTN: JOHN L. TALVACCHIA  
160 FEDERAL STREET  
BOSTON, MA 02110

SUBJECT: GRAPHIC SERVICES, INC.  
Ref. Number: W97000021051

We have received your document for GRAPHIC SERVICES, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 297A00045448

## ARTICLES OF INCORPORATION

*The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.*

### ARTICLE I NAME

The name of the corporation shall be:

~~Graphic Services, Inc.~~ F & Z Holdings, Inc.

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

9165 34th Way North  
Pinellas Park, FL 33782

### ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

200,000 shares of common stock, \$.01 par value

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

William J. Fitzgerald  
9165 34th Way North  
Pinellas Park, FL 33782

### ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

William J. Fitzgerald  
9165 34th Way North  
Pinellas Park, FL 33782

97 OCT 17 PM 1:31

a) Purpose

The purposes for which the corporations is formed are to acquire, print, publish, sell, deliver or distribute printed materials of every type whatsoever; and to conduct, carry-on and engage in any other business or businesses permitted to be conducted under Chapter 607 of the Florida Business Corporation Act.

b) Officers and Directors

The initial directors and officers of the corporation are as follows:

Directors:	William J. Fitzgerald	9165 34th Way North Pinellas Park, FL 33782
	Peter Zampine	27 Echo Hills Drive Mansfield, MA 02048
President:	William J. Fitzgerald	9165 34th Way North Pinellas Park, FL 33782
Treasurer:	Peter Zampine	27 Echo Hills Drive Mansfield, MA 02048
Secretary:	William J. Fitzgerald	9165 34th Way North Pinellas Park, FL 33782

c) Permissive Imposition of Restrictions on Stock Transfer

In the event that either (i) any two or more stockholders or subscribers to stock of the Corporation shall enter into any agreement abridging, limiting or restricting the rights of any one or more of them to sell, assign, transfer, mortgage, pledge or hypothecate any or all of the stock of the Corporation held by any one or more of them, and if a copy of such agreement shall be filed with the Corporation or if the Corporation shall be a party to such agreement, or (ii) the incorporators or the stockholders entitled to vote shall adopt any by-law provision abridging, limiting or restricting such rights of any stockholders, then and in either of such events, a reference to such abridgements, limitations or restrictions shall be endorsed on all certificates of stock of stockholders subject to such restrictions by an officer of the Corporation, and such stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and provisions of such agreement or by-law, as the case may be; provided, however, the lack of such endorsement shall not invalidate or render unenforceable any such restrictions.

d) Corporate Powers

(1) The Board of Directors of the Corporation may make, amend, or repeal the By-laws of the Corporation, in whole or in part, except with respect to any

provision thereof which, by law, the Articles of Organization, or the By-laws, requires action exclusively by the stockholders entitled to vote thereon; but any By-law adopted by the Board of Directors may be amended or repealed.

(2) All meetings of the members of the Corporation may be held within the State of Florida or elsewhere within the United States. The place of such meetings shall be fixed in, or determined in the manner provided in, the By-laws.

(3) The Corporation may be a partner in any business enterprise which it would have the power to conduct by itself.

e) Director Liability

A Director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of his fiduciary duty as a Director, except to the extent such exemption from liability is not permitted under the Florida Business Corporation Act as the same now exists or may hereafter be amended. The foregoing shall not eliminate liability of a Director with respect to acts or omissions occurring prior to the date upon which this provision becomes effective. Any repeal or modification of this provision, directly or indirectly, such as by adoption of an inconsistent provision of these Articles of Organization, shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

f) Indemnification

(1) Definitions. For purposes of this Provision:

(a) A "Director" or "Officer" means any person serving as a director of the Corporation or in any other office filled by appointment or election by the directors or the stockholders and also includes (i) a Director or Officer of the Corporation serving at the request of the Corporation as a director, officer, employee, trustee, partner or other agent of another organization, and (ii) any person who formerly served as such a Director or Officer;

(b) "Expenses" means (i) all expenses (including attorney's fees and disbursements) actually and reasonably incurred in defense of a Proceeding, in being a witness in a Proceeding, or in successfully seeking indemnification under this Provision, (ii) such expenses incurred in connection with a Proceeding initiated by a Director or Officer as may be approved by the Board of Directors, and (iii) any judgments, awards, fines or penalties paid by a Director or Officer in connection with a Proceeding or reasonable amounts paid in settlement of a Proceeding; and

(c) A "Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and any claim which could be the subject of a Proceeding.

(2) Right to Indemnification. Except as limited by law, the Corporation shall indemnify its Directors and Officers against all Expenses incurred by them in connection with any Proceedings in which they are involved as a result of their service as a Director or Officer, except that (i) no indemnification shall be provided for any Director or Officer regarding any matter as to which it shall be adjudicated or determined pursuant to paragraph 5 of this Provision that he did not act in good faith and in the reasonable belief that his action was in the best interests of the Corporation, or, with respect to a criminal matter, that he had reasonable cause to believe that his conduct was unlawful, and (ii) no indemnification shall be provided for any Director or Officer with respect to any Proceeding by or in the right of the Corporation or alleging that a Director or Officer received an improper personal benefit if he is adjudged liable to the Corporation in such Proceeding or, in the absence of such an adjudication, if he is determined to be ineligible for indemnification under the circumstances pursuant to paragraph 5 of this Provision; provided, however, that indemnification of Expenses incurred by a Director or Officer in connection with a Proceeding alleging that he received an improper personal benefit as a result of his status as such may be paid if and to the extent authorized by the Board of Directors, if the Director or Officer is successful on the merits in the defense of such Proceeding.

(3) Settled Proceedings. If a Proceeding is compromised or Settled in a manner which imposes any liability or obligation upon a Director or Officer, no indemnification shall be provided to him with respect to any Proceeding unless a court having jurisdiction determines that indemnification is reasonable and proper under the circumstances, or if no such judicial determination has been made, a determination is made pursuant to paragraph 5 of this Provision on the basis of the circumstances known at the time of such determination (without further investigation) that said Director or Officer is ineligible for indemnification.

(4) Advance Payments. Except as limited by law, Expenses incurred by a Director or Officer in defending any Proceeding, including a Proceeding by or in the right of the Corporation, shall be paid by the Corporation to said Director or Officer in advance of final disposition of the Proceeding upon receipt of his written undertaking to repay such amount if he is determined pursuant to paragraph 5 of this Provision or adjudicated to be ineligible for indemnification, which undertaking shall be an unlimited general obligation but need not be secured and may be accepted without regard to the financial ability of such person to make repayment; provided, however, that no such advance payment of Expenses shall be made if it is determined pursuant to paragraph 5 of this provision on the basis of the circumstances known at the time of such advance (without further investigation) that said Director or Officer is ineligible for indemnification.

(5) Determinations; Payments. The determination of whether a Director or Officer is eligible or ineligible for indemnification under this Provision shall be made in each instance by (a) a majority of the Directors or a committee thereof composed of Directors who are not parties to the Proceeding in question, (b) independent legal counsel appointed by a majority of such Directors, or if there are none, by a majority of the Directors in office, or (c) a majority vote of the stockholders who are not parties to the Proceeding in question. Notwithstanding the foregoing, a court having jurisdiction (which need not be the court in which the Proceeding in question was brought) may grant or deny indemnification in each instance under the Provisions of law and this Provision. The Corporation shall be obliged to pay indemnification applied for by a Director or Officer unless there is an adverse determination (as provided above) within 45 days after the application. If indemnification is denied, the applicant may seek an independent determination of his right to indemnification by a court, and in such event the Corporation shall have the burden of proving that the applicant was ineligible for indemnification under these provisions.

(6) Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any agent, employee, Director or Officer against any liability or cost incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have power to indemnify him against such liability or cost.

(7) Responsibility With Respect to Employee Benefit Plan. If the Corporation or any of its Directors or Officers sponsors or undertakes any responsibility as a fiduciary with respect to an employee benefit plan, then for purposes of indemnification of such persons under this Provision (i) a "Director" or "Officer" shall be deemed to include any Director or Officer of the Corporation who serves at its request in any capacity with respect to said plan, (ii) such Director or Officer shall not be deemed to have failed to act in good faith in the reasonable belief that his action was in the best interests of the Corporation if he acted in good faith in the reasonable belief that his action was in the best interests of the participants or beneficiaries of said plan, and (iii) "Expenses" shall be deemed to include any taxes or penalties imposed on such Director or Officer with respect to said Plan under applicable law.

(8) Heirs and Personal Representatives. The indemnification provided by this Provision shall inure to the benefit of the heirs and personal representatives of a Director or Officer.

(9) Non-Exclusivity. This Provision shall not be construed to limit the power of the Corporation to indemnify its Directors or Officers to the full extent permitted by law or to enter into specific agreements, commitments or arrangements for indemnification permitted by law. In addition, the Corporation shall have power to indemnify any of its agents or employees who are not Directors or Officers on any terms not prohibited by law which it deems to be



appropriate. The absence of any express provisions for indemnification herein shall not limit any right of indemnification existing independently of this Provision.

(10) Amendment. This Provision may be amended or repealed by the stockholders; however, no amendment or repeal of this Provision or any part hereof which adversely affects the rights of a Director or Officer under this Provision with respect to his acts or omissions at any time prior to such amendment or repeal shall apply to him without his consent.

g) Interested Parties

The Corporation may enter into contracts or transact business with one or more of its Directors, Officers or stockholders or with any corporation, organization or other concern in which any one or more of its Directors, Officers or stockholders are directors, officers, stockholders or are otherwise interested and may enter into other contracts or transactions in which any one or more of its Directors, Officers or stockholders is in any way interested; and, in the absence of fraud, no such contract or transaction shall be invalidated or in any way affected by the fact that such Directors, Officers or stockholders of the Corporation have or may have interests which are or might be adverse to the interest of the Corporation even though the vote or action of Directors, Officers or stockholders having such adverse interests may have been necessary to obligate the Corporation upon such contract or transaction. At any meeting of the Board of Directors of the Corporation (or of any duly authorized committee thereof) at which any such contract or transaction shall be authorized or ratified, any such Director or Directors may vote or act thereat with like force and effect as if he had no such interest, provided in such case the nature of such interest shall be disclosed or shall have been known to the Directors or a majority thereof. A general notice that a Director or Officer is interested in any corporation or other concern of any kind above referred to shall be a sufficient disclosure as to the nature of such interest of such Director or Officer with respect to all contracts and transactions with such corporation or other concern. No Director shall be disqualified from holding office as Director or Officer of the Corporation by reason of any such adverse interest, unless the Board of Directors shall determine that such adverse interest is detrimental to the interests of the Corporation.

The undersigned incorporator has executed these Articles of Incorporation this

25th day of Aug, 1997.

  
\_\_\_\_\_  
William D. Fitzgerald

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Graphic Services, Inc. F & Z Holdings, Inc.

2. The name and address of the registered agent and office is:

William J. Fitzgerald  
(Name)

9165 34th Way North

(P.O. Box or Mail Drop **NOT** Acceptable)

Pinellas Park, FL 33782  
(City/State/Zip)

*Having been named as registered agent and 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.*

William J. Fitzgerald  
(Signature)

8/25/97  
(Date)