

P9700009710H

SYFRETT LAW OFFICES

ATTORNEYS AT LAW

311 MAGNOLIA AVENUE
P.O. BOX 1186
PANAMA CITY, FLORIDA 32402-1186

DOUGLAS B. DYKES*
CLAYTON R. SYFRETT*

TEL: (904) 785-3408
FAX: (904) 872-8234

*ALSO ADMITTED IN ALABAMA

October 8, 1997

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314
850-488-9000

900003324763-6
10/20/97-01154-012-6
****122.50 ****122.50

RE: ARTICLES OF INCORPORATION FOR PAPER & INK, INC.

Dear Sir or Madam:

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and the cost for a certified copy. A self-addressed stamped envelope has been enclosed for your convenience in returning the certified copy to this office.

Thank you for your assistance in this matter. Please do not hesitate to contact this office at once if you have any questions or need any additional information.

Sincerely,



Clayton R. Syfrett, Esq.

CRS/jam

Enclosures: Envelope

2555
W97-24085

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 14 AM 8:58

2/11/97

SYFRETT LAW OFFICES
ATTORNEYS AT LAW

311 MAGNOLIA AVENUE
P.O. BOX 1186
PANAMA CITY, FLORIDA 32402-1186

DOUGLAS B. DYKES*
CLAYTON R. SYFRETT*

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DIVISION OF CORPORATIONS
97 NOV 14 2:18:58

TEL: (850) 785-3408
FAX: (850) 872-8234

November 13, 1997

Florida Dept. Of State
Attn: Claretha Golden
P.O. Box 6327
Tallahassee, FL 32314
850-487-6973

Re: *Paper & Ink, Inc.*
Ref. # W97000024085

Dear Mrs. Golden:

Attached herewith are the revised articles of incorporation for Paper & Ink, Inc. Provided these are acceptable, please file them and return proof of filing to this address. If you have any questions do not hesitate to call.

Sincerely,



Clayton R. Syfrett, Esq.

Enclosures

SYFRETT LAW OFFICES
ATTORNEYS AT LAW

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P.O. BOX 1186
PANAMA CITY, FLORIDA 32402-1186

DOUGLAS B. DYKES*
CLAYTON R. SYFRETT*

TEL: (850) 785-3408
FAX: (850) 872-8234

*ALSO ADMITTED IN ALABAMA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 14 AM 8:58

October 27, 1997

Claretha Golden
Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Paper & Ink, Inc.
Ref. # W97000024085

Dear Ms. Golden:

Attached herewith is the corrected copy and original of the articles of incorporation for Paper & Ink, Inc. Please let us know if there are any additional matters that should be addressed or if you have any questions.

Sincerely,



Clayton R. Syfrett, Esq.

CRS/slr
Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

SECRET-FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 14 AM 8:58

October 22, 1997

SYFRETT LAW OFFICES
ATTN: CLAYTON R. SYFRETT
POST OFFICE BOX 1186
PANAMA CITY, FL 32402-1186

SUBJECT: PAPER & INK, INC.
Ref. Number: W97000024085

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

The registered agent and street address must be consistent wherever it appears in your document.

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: 497A00051577

EFFECTIVE DATE

11/13/97

ARTICLES OF INCORPORATION
OF

FILED
CLERK OF STATE
CORPORATIONS
97 NOV 14 AM 8:58

PAPER & INK, INC.

Article I - Name

The name of this corporation is **PAPER & INK, INC.**

Article II - Address

The mailing address of the principal office of this corporation is 6923 Highway 77,
Southport, FL 32409.

Article III - Duration

This corporation shall exist perpetually commencing on the date of the execution and
acknowledgment of these Articles.

Article IV - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article V - Capital Stock

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value
common stock.

The consideration to be paid for each share shall be fixed by the Board of Directors.

Common stock of the corporation shall be issued as a C-Corporation.

Article VI - Preferences, Limitations and
Relative Rights of Shares of Capital Stock

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

Article VII - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 VIII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is **PAPER & INK, INC.** 6923 Highway 77, Southport, FL 32409, and the name of the initial registered resident agent of this corporation at that address is **REBECCA J. DAVIS**.

Article IX - Initial Board of Directors and Officers

This corporation shall have 4 director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director and officers of this corporation is as follows: SARA MARGARET MARTIN, Director/President; REBECCA J. DAVIS, Director/Vice President/Treasurer/Secretary; ROGER TOOLE, Director; SARA TOOLE, Director.

Article X - Incorporator

The name and address of the person signing these Articles is: Rebecca J. Davis 6923 Highway 77, Southport, FL 32409.

Article XI - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article XII - Restrictions on Transfer of Stock

Shares of capital stock of this corporation shall be issued to the following persons and in the amounts set opposite their names:

ROGER TOOLE AND WIFE SARA TOOLE AS TENANTS BY THE ENTIRETIES	700 SHARES
SARA MARGARET MARTIN	150 SHARES
REBECCA J. DAVIS	150 SHARES

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall further be specified by written agreement among all of the shareholders and this corporation.

Article XIII - Cumulative Voting

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

Article XIV - Calling of Special Meetings

Special meetings of shareholders may be called by a majority of the outstanding shares.

Article XV - Shareholder Quorum and Voting

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation duly called as provided by law.

Article XVI - Management of Corporation by Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

Article XVII - Director Quorum and Voting

A majority of directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of all of the remaining directors, shall be the act of the Board of Directors.

Article XVIII - Meeting by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XIX - Action by Directors Without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

Article XX - Indemnification

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of November, 1997.

Rebecca J. Davis
REBECCA J. DAVIS

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, REBECCA J. DAVIS, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 13th day of Nov, 1997.

Lisa A. Beckner
NOTARY PUBLIC

Lisa A. Beckner
Print, Type or Stamp Name

My Commission Expires: Oct. 6, 2001



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 14 AM 8:58

In compliance with Section 48.091, Florida Statutes, the following is submitted:

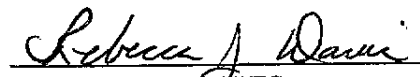
First, that **PAPER & INK, INC.**, desiring to organize or qualify under the laws of the
State of Florida, with its principal place of business at City of Panama City, State of Florida, has
named REBECCA J. DAVIS located at 6923 Highway 77, Southport, FL 32409 as its agent to
accept service of process within Florida.


CORPORATE OFFICER

Title: President

Date 11/10/97

Having been named to accept service of process for the above stated 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 and complete performance of my
duties.


REBECCA J. DAVIS

REGISTERED AGENT

Date 11/13/97