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HENRY LAWRENCE PERRY, P.A.
PO BOX 27334
PANAMA CITY, FL 32411-7334
(850) 230-6347

February 23, 1998

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***122.50 ***122.50

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


RE: MILLENIUM INK, INC.

Dear Sir/Madam:

Enclosed is the original and one copy of Articles of Incorporation for the above-named Florida corporation. Also enclosed is a check in the amount of \$122.50 representing payment for the filing of this document.

Thank you for your anticipated cooperation and assistance.

Very truly yours,


Henry Lawrence Perry

HLP/pp

Enclosures

FILED
98 FEB 25 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 2/25/98

**ARTICLES OF INCORPORATION
OF
MILLENIUM INK, INC.**

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is MILLENIUM INK, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of business to be conducted by this corporation shall be graphic art, dtp and scanning; however, the corporation shall also have power to do all things that now are or may hereafter be allowed to corporations by the laws of Florida and by the laws of the United States of America.

ARTICLE III - DURATION

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred shares of common stock, each share having the par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 314 Magnolia Avenue, Panama City, FL 32401, and the name of the initial registered agent of this corporation at that address is Larry Perry.

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TALLAHASSEE, FLORIDA

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders but shall never be less than one.

ARTICLE VII - INITIAL DIRECTORS

The names of the initial directors of this corporation and the initial directors' street address are:

Kay Churchwell
908 Sea Robin Lane
Panama City, FL 32408

Robert G. Robinson
908 Sea Robin Lane
Panama City, FL 32408

The persons named as initial directors shall hold office for the first year of existence of this corporation or until a successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII - INCORPORATORS

The names and address of the persons signing these Articles are: Kay

Churchwell,

P. O. Box 27459, Panama City, FL 32411 and Robert G. Robinson, P. O. Box 27459,
Panama City, FL 32411.

ARTICLE IX - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors,

proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on the 23rd day of February, 1998.

Kay Churchwell
Kay Churchwell,
Incorporator

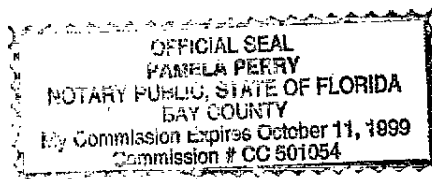
STATE OF FLORIDA
COUNTY OF BAY

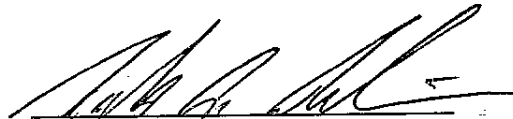
BEFORE ME, personally appeared Kay Churchwell, well known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this the 23rd day of February, 1998.

Pam Perry
NOTARY PUBLIC

My Commission Expires:





Robert G. Robinson,
Incorporator

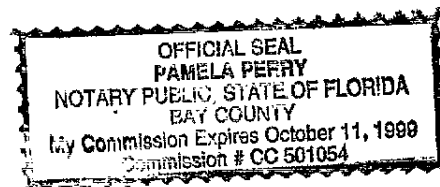
STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, personally appeared Robert G. Robinson well known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this the 23rd day of February, 1998


NOTARY PUBLIC

My Commission Expires:



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

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

That MILLENIUM INK, INC., desiring to organize and qualify under the laws
of the State of Florida, with its principle place of business at 908 Sea Robin Lane,
Panama City, Florida 32408 has named Larry Perry located at 314 Magnolia
Avenue, Panama City, Florida 32401, as its agent to accept service of process
within Florida.

Dated this the 23rd day of February, 1998.


Kay Churchwell

FILED


98 FEB 25 PM 1:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
OF MILLENIUM INK, INC.**

The undersigned, having been named to accept service of process for the above-named corporation, at 314 Magnolia Avenue, Panama City, Florida 32401, agrees to act in this capacity and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.

Dated this the 23rd day of February, 1998.


Larry Perry

STATE OF FLORIDA

COUNTY OF BAY

The foregoing instrument was acknowledged before me this the 23rd day of February, 1998.


NOTARY PUBLIC

My Commission Expires:

