

TRAPP, CHASTAIN AND COOGLER

ATTORNEYS AT LAW

SUITE 3400, ONE TAMPA CITY CENTER

201 N. FRANKLIN STREET

TAMPA, FLORIDA 33602

TELEPHONE (813) 222-0400

FACSIMILE (813) 221-4738

WILLIAM W. CHASTAIN, P.A.
RICHARD TRAPP, P.A.
BOARD CERTIFIED CIVIL TRIAL LAWYER
MONROE COOGLER, P.A.
SARAH M. ZWISLOCKY, P.A.

DELIVER TO:
POST OFFICE BOX 222
TAMPA, FLORIDA 33601

September 24, 1998

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***122.50 ***122.50

Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Childress Companies, Inc. d/b/a Graphic Productions

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation along with our firm check in the amount of \$122.50 for filing and registered agent fee with regard to the above referenced corporation.

I am also enclosing a pre-paid, self addressed Federal Express form and envelope, and would request that you forward our receipt and Certificate of Status in this package via Federal Express to my attention.

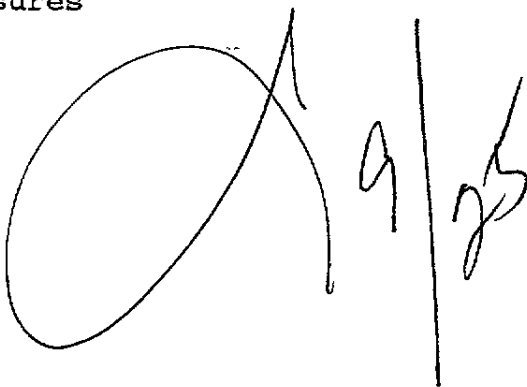
Thank you for your cooperation and should you have any questions, please do not hesitate to call.

Very truly yours,



William W. Chastain

WWC.ka
Enclosures



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98 SEP 25 PM 2:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
CHILDRESS COMPANIES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:
CHILDRESS COMPANIES, INC.

EFFECTIVE DATE
9/21/98

ARTICLE II

Business and Purposes

The general nature of the business to be transacted by this corporation, of the objects or purposes of the corporation, shall be as follows:

- (a) to engage in any activity or business permitted under the laws of the State of Florida and the United States of America, and this charter specifically authorizes all such activities and business by the corporation;
- (b) to invest in real estate, mortgages, stocks, bonds or any other type of investments;
- (c) to own real and personal property necessary for the

rendering of the above professional services; and

(d) in general, to have and exercise all powers conferred by the laws of Florida upon professional service corporations and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE III

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting or the stock entitled to vote at such election.

ARTICLE IV

Existence of Corporation

In accordance with Section 607.167, Florida Statutes, the existence of this corporation shall commence on September 21, 1998 and shall thereafter be perpetual.

ARTICLE V

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 4808 North Manhattan Avenue, Tampa, Florida 33614 and the initial Registered Agent of this corporation shall be Robert Childress. This corporation shall have the right to change such registered agent and office from time to time, as provided by law.

ARTICLE VI

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and shall do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the state of Florida. Directors need not be stockholders. The stockholders of this

corporation may remove any director from office at any time with or without cause.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of one member, such member to hold office until his successor has been duly elected and qualified. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Robert Childress	4808 North Manhattan Avenue Tampa, Florida 33614

ARTICLE III

Incorporators

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

<u>Name</u>	<u>Address</u>
Robert Childress	4808 North Manhattan Avenue Tampa, Florida 33614

ARTICLE IX

By-Laws

(a) The power to adopt the by-laws of this corporation to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation,

provided, however, that any by-laws or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholder.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE X

Amendment of Articles of Incorporation

this corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has

executed these Articles of Incorporation for the uses and purposes therein stated.

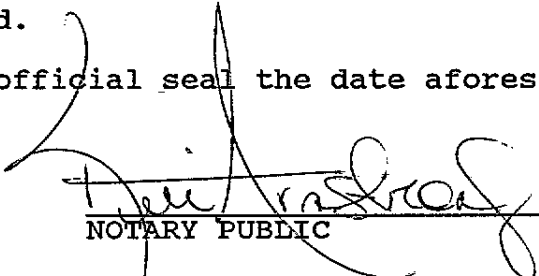


ROBERT CHILDRESS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

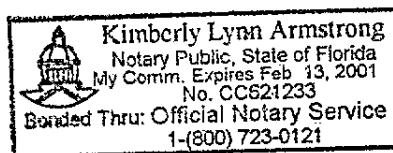
BEFORE ME the undersigned authority, on this 21st day of September, 1998, personally appeared ROBERT CHILDRESS, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



NOTARY PUBLIC

My commission expires:

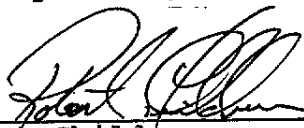


CHILDRESS COMPANIES, INC.

ACCEPTANCE OF SERVICE OF REGISTERED AGENT

Robert Childress having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity.

DATED THIS 21st day of September, 1998.


Robert Childress

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98 SEP 25 PM 2:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA