

998000107976



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 073195 81444A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 21, 1998

ORDER TIME : 11:24 AM

ORDER NO. : 073195-005

CUSTOMER NO: 81444A

CUSTOMER: Ms. Cecilia A. Chandler
PATTERSON BOND & LATSHAW, P.A.
PATTERSON BOND & LATSHAW, P.A.
Suite A
3010 S. Third Street
Jacksonville, FL 32250

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-12/21/98--01045--001
*****78.75 *****78.75

RECEIVED

98 DEC 21 PM 12:11

PARSONS CORPORATION
DIVISION OF CORPORATIONS
JACKSONVILLE, FL 32250

DOMESTIC FILING

NAME: ~~THE PRO MARK GROUP, 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: Janna Wilson

EXAMINER'S INITIALS:

2544
W98-28594

12/30/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 21 PM 2:19



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 21 PM 2:19

December 22, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: THE PRO MARK GROUP, INC.
Ref. Number: W98000028594

We have received your document for THE PRO MARK GROUP, 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: 498A00060040

RESUBMIT

Please give original
submission date as file date.

RECEIVED
58 DEC 22 PM 12:59
DIVISION OF CORPORATIONS

EFFECTIVE DATE

12/18/98

**ARTICLES OF INCORPORATION
OF**

Sumner Smid, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 21 PM 2:19

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: Corporate Name. The name of the corporation is Sumner Smid, Inc.

ARTICLE II: Corporate Existence. The corporation shall exist for perpetuity commencing as of the execution of these Articles.

ARTICLE III: Corporate Purpose. The corporation is organized for the purpose of printing, data entry, database management and analysis laser imaging, direct mail creation and direct mail production, and for any and all lawful business allowed under the State of Florida or the United States of America.

ARTICLE IV: Authorized Stock. The corporation is authorized to issue 10,000 shares of common stock, par value \$1.00 each.

ARTICLE V: Initial Registered Office and Agent. The street address of the initial registered officer of the corporation is 3010 South Third Street, Jacksonville Beach, Florida 32250, with a mailing address of the same, and the name of the initial registered agent at that address of this corporation is John H. Latshaw, Jr., Esquire.

ARTICLE VI: Principal Place of Business. The principal place of business of this corporation shall be: 209 West Church Street, Jacksonville, Florida 32202.

ARTICLE VII: Initial Board of Directors. This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

Stuart W. Sumner
2199 St. Martins Drive, East
Jacksonville, FL 32246

Joseph P. Smid
122 Jack Oak Drive
Melrose, FL 32666

ARTICLE VIII: Incorporator. The name and address of the person signing these Articles is John H. Latshaw, Jr., 3010 South Third Street, Jacksonville Beach, Florida 32250.

ARTICLE IX: Power to Amend. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

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

ARTICLE XI: Preemptive rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares held by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the price, terms and conditions of the issue of the shares inviting it to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XII: Indemnification. Directors and officers of this Corporation shall be indemnified to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of December, 1998.

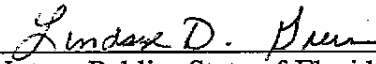

John H. Latshaw, Jr.

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared John H. Latshaw, Jr., to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed said Articles freely and voluntarily and for the purposes expressed therein.

WITNESS my hand and seal this 18th day of December, 1998.




Notary Public, State of Florida
My Commission Expires:

HAVING BEEN NAMED to accept service of process for Sumner Smid, Inc.
at the place designated in the Articles of Incorporation, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relating to the property in complete performance of my duties.

DATED this 18th day of December, 1998.


John H. Latshaw, Jr.