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DUNCAN & TARDIF, P. A.
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P99 0000 39824

April 26, 1999

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****122.50 *****78.75

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

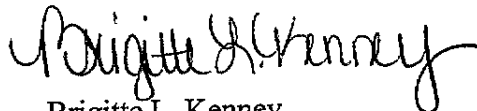
RE: Majestic Graphics & Print Imaging, Inc.

Dear Clerk:

Enclosed are the signed original and one signed copy of the Articles of Incorporation of the above referenced corporation, together with an Acceptance by Registered Agent. We have also enclosed a check in the amount of \$122.50 which represents the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office. Thank you in advance for your assistance. If you should have any questions, please feel free to contact this office.

Very truly yours,



Brigitte L. Kenney
Legal Assistant

/blk
Enclosures

FILED
99 APR 28 PM 3:01
TALLAHASSEE, FLORIDA

SHARON

MAY 3 - 1999

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99 APR 28 PM 3:01
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
MAJESTIC GRAPHICS & PRINT IMAGING, INC.**

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name: The name of the corporation is: **MAJESTIC GRAPHICS & PRINT IMAGING, INC.**

ARTICLE II

Duration: The duration of the corporation is perpetual.

ARTICLE III

Purpose: The general purposes for which the corporation is organized are as follows:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

Capital Stock: The number of shares the corporation is authorized to issue is 100 shares of common stock of a single class and have a par value of \$1.00 per share.

ARTICLE V

Initial Registered Office and Agent: The street address of the principal office and the initial Registered Office and the mailing address of the corporation is **820 S.E. 47th Street, Cape Coral, Florida 33904**, and the name of its initial Registered Agent at that address is **Frank Jeffery Thresher**.

ARTICLE VI

Initial Board of Directors: The number of Directors constituting the initial Board of Directors is ~~three~~^{two}. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the corporation are as follows:

Angela C. Thresher
820 S.E. 47th Street
Cape Coral, Florida 33904

Frank Jeffery Thresher
820 S.E. 47th Street
Cape Coral, Florida 33904

ARTICLE VII

Incorporator: The name and addresses of the Incorporator is as follows:

Frank Jeffery Thresher
820 S.E. 47th Street
Cape Coral, Florida 33904

ARTICLE VIII

Commencement of Corporate Existence: In accordance with Florida Statutes, the corporate existence begins when these Articles of Incorporation are filed.

ARTICLE IX

Preemptive Rights: Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:


- A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or
- B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

- C. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. A written waiver signed by the shareholder may also waive this right.

ARTICLE X

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

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 26th day of April, 1999.

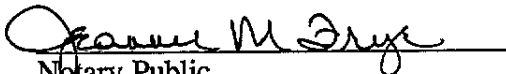

FRANK JEFFERY THRESHER
Incorporator

STATE OF FLORIDA

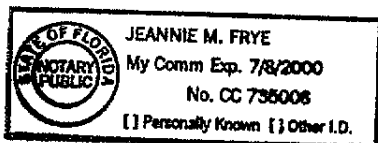
COUNTY OF LEE

BEFORE ME personally appeared FRANK JEFFERY THRESHER, who produced a Florida driver's license as identification, and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed the instrument for the purposes therein expressed.

WITNESS my hand and official seal this 26 day of April, 1999.


Notary Public
Printed Name: JEANNIE M. FRYE

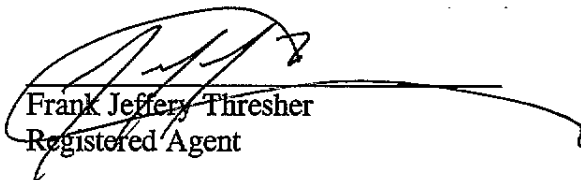
My commission expires:



**ACCEPTANCE BY REGISTERED AGENT
FOR MAJESTIC GRAPHICS & PRINT IMAGING, INC.**

The undersigned is familiar with, and hereby accepts the appointment of Registered Agent of MAJESTIC GRAPHICS & PRINT IMAGING, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 26th day of April, 1999.


Frank Jeffery Thresher
Registered Agent

FILED
99 APR 28 PM 3:01
TALLAHASSEE, FLORIDA