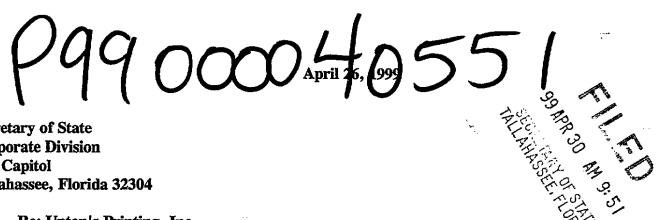
Russell W. Upton 1910 Old Dixie Highway Vero Beach, Florida 32960



Secretary of State Corporate Division The Capitol Tallahassee, Florida 32304

Re: Upton's Printing, Inc.

Gentlemen:

I am enclosing an original and a copy of Articles of Incorporation for the above named corporation. In addition, a check in the amount of \$78.75 is enclosed which represents the following fees:

Filing Fee: \$ 35.00 Certificate: 8.75 **Registered Agent**

35.00 \$ 78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,

Russell W. Upton, President

RWU/cl **Enclosures:**

ARTICLES OF INCORPORATION OF

UPTON'S PRINTING, INC.



THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation, natural persons, competent to contract, hereby form and associate to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

UPTON'S PRINTING, INC.

whose principal office address is:

1910 Old Dixie Highway Vero Beach, Florida 32960

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida and the United States.

ARTICLE III

The maximum number of shares of the capital stock which this corporation shall be authorized to have outstanding at any time is:

500 Shares of Common Stock

\$1.00 Par Value, Per Share

ARTICLE IV

The amount of capital which this corporation shall commence business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V

The initial street address of the of the registered office of this corporation is:

1910 Old Dixie Highway
Vero Beach, Florida 39260
(the same address as the principal corporate office)

The name of the initial Registered Agent at that address is:

RUSSELL W. UPTON

ARTICLE VI

The existence of this corporation shall be perpetual.

ARTICLE VII

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The names and post office address of the initial director of this corporation is:

NAME:

ADDRESS:

RUSSELL W. UPTON

1910 Old Dixie Highway Vero Beach, Florida 32960

ARTICLE VIII

The name and post office address of the officer who shall hold office for the first year of the corporation's existence, or until his successors are elected and have qualified, and the office he will hold, is as follows:

NAME:

ADDRESS:

OFFICE:

RUSSELL W. UPTON

1910 Old Dixie Highway

President

Vero Beach, Florida 32960

ARTICLE IX

The names and addresses of the subscribers of these Articles of Incorporation, and a statement of the number of stock shares which they agree to take are as follows:

NAME

ADDRESS

NO. SHARES

RUSSELL W. UPTON

1910 Old Dixie Highway

500

Vero Beach, Florida 32960

ARTICLE X

The By-Laws of this Corporation may provide that less than a majority of the Board of Directors shall constitute a quorum for the transaction of business.

IN WITNESS HEREOF, the undersigned has made, subscribed and acknowledged the Articles of Incorporation, this 26 day of April, 1999.

RUSSELL W. UPTON, PRESIDENT

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That Upton's Printing, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Vero Beach, County of Indian River, State of Florida, has named RUSSELL W. UPTON, located at 1910 Old Dixie Highway, Vero Beach, Florida 32960, as its agent to accept service of process within this state.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Quality W. UPTON, Registered Agent STATE OF STATE OF