

ATTORNEYS AT LAW

GLENN RASMUSSEN & FOGARTY

100 South Ashley Drive, Suite 1300
P.O. Box 3333 Tampa, Florida 33601-3333
(813) 229-3333 Fax (813) 229-5946

P99000042393

May 3, 1999

Corporate Records Bureau
Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: Sarasota Ink Company

Gentlemen:

Enclosed are the following items pertaining to the incorporation of Sarasota Ink Company:

1. The original and one copy of Articles of Incorporation (also containing an acceptance of Registered Agent certificate); and
2. Our check payable to you for the following charges:

Filing fee	\$ 35.00
Certified copy	8.75
Filing Registered Agent's certificate	<u>35.00</u>
TOTAL	\$78.75

600002864226-6
-05/05/99-01096-004
*****78.75 *****78.75

Please approve and file the original Articles of Incorporation, certify the copy of them, and return the certified copy to us.

Very truly yours,

GLENN RASMUSSEN & FOGARTY

Monalee Zarapkar

DMC
5/10/99

MZ/ad
Enclosures

99 MAY -5 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1808-009°C Ltr. Fla. Dept. of State re Articles of Inc.

ARTICLES OF INCORPORATION

OF

SARASOTA INK COMPANY

FILED

99 MAY -5 PM 3:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of SARASOTA INK COMPANY under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: SARASOTA INK COMPANY.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal business office and mailing address of the corporation is 5621 Sarah Avenue, Sarasota, Florida 34233.

ARTICLE III. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or decreased from time to time, as provided in the bylaws. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Harvey C. Zorn	3317 Jean Circle Tampa, FL 33629

ARTICLE IV. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue 10,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE V. PREEMPTIVE RIGHTS

The corporation shall provide 30 calendar days' advance written notice to each holder of common stock before the issuance of any of the following (the "New Securities"), whether or not currently authorized:

- a. any shares of voting or nonvoting capital stock;
- b. any rights, options, or warrants to acquire capital stock; and

- c. any notes, debentures, or other debt securities that are convertible into equity securities.

That notice will be effective when received, if it is delivered personally or by telex, telecopy, telegram, or commercial courier, or on the third day after it is postmarked by the United States Postal Service, if it is delivered by first class, postage prepaid United States mail. A holder of common stock waives his right to purchase any New Securities proposed to be issued by the corporation unless he exercises that right and pays for the New Securities within 30 calendar days after the effective date of the corporation's written notice of the proposed issuance. Each holder of common stock shall have the first preemptive right (subject to adjustments to avoid the issuance of fractional shares) to purchase any New Securities for the consideration set by the corporation's board of directors and in the ratio that the respective amounts of New Securities, on a fully diluted basis, held by them on the effective date of the corporation's notice of issuance of such New Securities bears to the total number of shares of common stock outstanding, on a fully diluted basis. Each holder of common stock has the right of over allotment, so that, if a holder does not purchase his pro rata interest in the New Securities, the other purchasing holders may purchase their respective pro rata interests in that portion of the New Securities that were not purchased. A holder of securities other than common stock does not have, solely because of any statute or his ownership of other securities of the corporation, a right to purchase any New Securities proposed to be issued by the corporation. The foregoing preemptive rights apply to all issuances of New Securities, including without limitation, the following:

- a. securities issued as compensation to agents, officers, directors, and employees of the corporation or its affiliates or subsidiaries;
- b. securities issued to satisfy conversion or option rights created to provide compensation to agents, officers, directors, or employees of the corporation or its affiliates or subsidiaries;
- c. shares authorized in these articles of incorporation that are issued within six months from the effective date of incorporation; and
- d. securities sold for other than cash consideration.

Notwithstanding the foregoing, a public offering of the common stock is excluded from the foregoing preemptive right of first refusal. The corporation may issue New Securities that are not acquired by holders of common stock to any person during a period of 90 calendar days after such New Securities have been offered to the holders of common stock at a consideration set by the board of directors that is equal to or exceeds the consideration set for the exercise of the foregoing preemptive rights. Any offer received by the corporation at a lower consideration or after the expiration of the 90-day period referenced above shall again be subjected to the preemptive rights described in this article.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3317 Jean Circle, Tampa, Florida 33629, and the name of the corporation's initial registered agent at that address is Harvey C. Zorn.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

Harvey C. Zorn
3317 Jean Circle
Tampa, FL 33629

The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

Harvey C. Zorn
Harvey C. Zorn, as incorporator

May 3, 1999
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Harvey C. Zorn
Harvey C. Zorn, as Registered Agent

May 3, 1999
Date