

LAW OFFICES  
MITRANI, RYNOR, ADAMSKY, MACAULAY & ZORRILLA, P.A.  
2200 SUNTRUST INTERNATIONAL CENTER  
ONE SOUTHEAST THIRD AVENUE  
MIAMI, FLORIDA 33131

TELEPHONE (305) 358-0050  
TELECOPIER (305) 358-0550

Miami, May 11, 1999

Secretary of State  
Division of Corporations  
709 E. Gaines Street  
Tallahassee, Florida 32399

100002872461--4  
-05/12/99--01056--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Print Shack International, Inc.

Gentlemen:

Enclosed are the original and a copy of the Articles of incorporation for Print Shack International, Inc., and a check in the amount of \$ 78.75 for the filing fee. Please return the copy file stamped in the enclosed envelope.

If you have any questions, please call me.

Sincerely

*Robert B. Macaulay*  
Robert B. Macaulay

FILED  
99 MAY 12 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Shirley*

**ARTICLES OF INCORPORATION**  
**OF**  
**PRINT SHACK INTERNATIONAL, INC.**

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99 MAY 12 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME AND BUSINESS ADDRESS**

The name of this Corporation is Print Shack International, Inc. Its business mailing address is 3000 NE 30 Place, 5<sup>th</sup> Floor, Fort Lauderdale, Florida 33306.

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

**ARTICLE V - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, of the Corporation to the fullest extent permitted by law.

## ARTICLE VI - INITIAL

### REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be Mitrani, Rynor, Adamsky, Macaulay & Zorrilla, P.A., 2200 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Robert B. Macaulay, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

## ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
William Wilkerson	3000 NE 30 Place, 5 <sup>th</sup> Floor Fort Lauderdale, Fl 33306
Peter T. Gaughn	3000 NE 30 Place, 5 <sup>th</sup> Floor Fort Lauderdale, Fl 33306
Michael R. Hull	3000 NE 30 Place, 5 <sup>th</sup> Floor Fort Lauderdale, Fl 33306

## ARTICLE VIII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Name

Address

Robert B. Macaulay

2200 SunTrust International Center  
One Southeast Third Avenue  
Miami, Florida 33131

Robert B. Macaulay  
Robert B. Macaulay, Incorporator

STATE OF FLORIDA )

) SS:

COUNTY OF MIAMI-DADE )

The foregoing Articles of Incorporation of Print Shack International, Inc., were acknowledged before me this 11<sup>th</sup> day of May, 1999, by Robert B. Macaulay, as Incorporator, who is personally known to me.



Helen C. Webb  
Notary Public, State of Florida

My Commission Expires: April 9, 2001

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Print Shack International, Inc. at the place designated in the Articles of Incorporation, Robert B. Macaulay agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: May 11<sup>th</sup>, 1999

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Robert B. Macaulay  
Robert B. Macaulay

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA