

PA99000093527



ACCOUNT NO. : 072100000032

REFERENCE : 423748 4320758

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizito

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 22 AM 9:50

ORDER DATE : October 20, 1999

ORDER TIME : 3:14 PM

ORDER NO. : 423748-005

CUSTOMER NO: 4320758

600003023186--3

CUSTOMER: Ms. Deborah Davison
MCCULLOUGH SHERRILL, LLP
MCCULLOUGH SHERRILL, LLP
1409 Peachtree Street

Atlanta, GA 30309

DOMESTIC FILING

NAME: CRATON PROMOTIONAL PRODUCTS
OF FLORIDA, 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: Jamela Abaied

EXAMINER'S INITIALS:

RECEIVED
99 OCT 22 PM 4:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J10/25/99

**ARTICLES OF INCORPORATION
OF
CRATON PROMOTIONAL PRODUCTS OF FLORIDA, INC.**

FILED
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DIVISION OF CORPORATIONS
99 OCT 22 AM 9:56

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

The name of the corporation shall be: CRATON PROMOTIONAL PRODUCTS OF FLORIDA, INC. (the "Corporation")

Article II

The principal place of business and mailing address of the Corporation shall be 245 North Ocean Boulevard, Suite 302, Deerfield Beach, Florida 33441.

Article III

The number of shares that the Corporation is authorized to issue is 100,000 shares of common stock, all of which are of a par value of \$0.01 each and are of the same class.

Article IV

The street address of the initial registered office of the Corporation in the State of Florida is 245 North Ocean Boulevard, Suite 302, Deerfield Beach, Florida 33441.

The name of the initial registered agent of the Corporation at the said registered office is Paula Grundleger.

Article V

The duration of the Corporation shall be perpetual.

Article VI

The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, vote of shareholders, or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

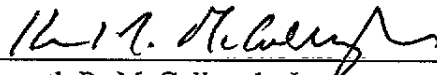
99 OCT 22 AM 9:50

Article VII

The name and address of the incorporator is as follows:

Kenneth R. McCullough
1409 Peachtree Street, N.E.
Atlanta, Georgia 30309

The undersigned incorporator has executed these Articles of Incorporation this 20th day of October, 1999.


Kenneth R. McCullough, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

By: 
Paula Grundieger, VP