

DUPLICATE



OFFICE OF SECRETARY OF STATE

I, Ben W. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that

"APCO GRAPHICS, INC."

has been duly incorporated under the laws of the State of Georgia on the 27th day of December, 19 77, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 27th day of December in the year of our Lord One Thousand Nine Hundred and Seventy Seven and of the Independence of the United States of America the Two Hundred and Two.

Ben W. Fortson Jr.

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

STATE OF GEORGIA

COUNTY OF FULTON

ARTICLES OF INCORPORATION

APCO GRAPHICS, INC.

I

The name of the corporation is APCO GRAPHICS, INC.

II

The corporation is organized pursuant to the provisions of the Georgia Business Corporation Code. THE DURATION SHALL BE PERPETUAL.

III

The corporation is a corporation for profit and is organized for the following purposes: design, manufacturing, sale and distribution of architectural sign systems and any and all other powers not expressly prohibited by law.

IV

The corporation has authority to issue not more than 1,000,000 shares of common stock of \$1.00 par value.

V

The corporation shall not commence business until it shall have received not less than \$500.00 in payment for the issuance of shares of stock.

VI

The initial registered office of the corporation is 1876 DeFoor Avenue, N. W., Atlanta, ^{Fulton} Georgia 30318. The initial registered agent of the corporation is Ronald W. Cobb.

VII

The initial board of directors shall consist of one member who is: Ronald W. Cobb, Mason Drive, Covington, Georgia 30209.

VIII

The name and address of the incorporator is Ronald
W. Cobb, Mason Drive, Covington, Georgia 30209.

IN WITNESS WHEREOF, Incorporator, by and through his
attorney, executes these Articles of Incorporation.

CARPENTER & BLUM

BY David D. Blum
DAVID D. BLUM
Attorney for Incorporator

1704 Fulton National Bank Building
55 Marietta Street, N. W.
Atlanta, Georgia 30303

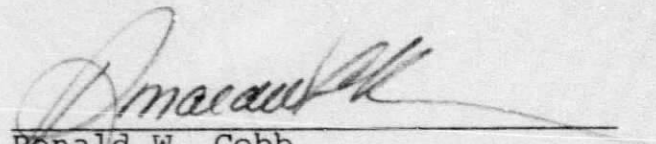
688-3085

RECEIVED
DEC 27 3 14 PM '77
BEN W. FORTSON, JR.
SECRETARY OF STATE

TO: Ben W. Fortson, Jr.
Secretary of State
Ex Officio Corporation Commissioner
State of Georgia

I, RONALD W. COBB, do hereby consent to serve as
registered agent for the corporation APCO GRAPHICS, INC.

This 20TH day of December, 1977.



Ronald W. Cobb

1876 DeFoor Avenue, N. W.
Atlanta, Georgia 30318



I, Ben W. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"APCO GRAPHICS, INC."

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.

In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 16th day of December, in the year of our Lord One Thousand Nine Hundred and Seventy Seven and of the Independence of the United States of America the Two Hundred and Two.



Ben W. Fortson Jr.

Secretary of State, Ex-Officio Corporation
Commissioner of the State of Georgia

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 023300431
CONTROL NUMBER: H711339
EFFECTIVE DATE: 11/21/2002
REFERENCE : 0077
PRINT DATE : 11/26/2002
FORM NUMBER : 111

ASHLEY LANGFORD
STE 601, 235 PEACHTREE ST.
ATLANTA, GA 30303

CERTIFICATE OF AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

APCO GRAPHICS, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the Office of the Secretary of State and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox

Cathy Cox
Secretary of State

AMENDED
ARTICLES OF INCORPORATION
OF
APCO GRAPHICS, INC.


1. The name of the corporation is APCO Graphics, Inc.
2. The Articles of Incorporation are hereby amended as follows: Article IV is amended to read:

"IV

The corporation has authority to issue not more than 1,000,000 shares of common stock of \$1.00 par value, and may issue shares of common stock with or without voting rights as the Board of Directors may determine."

3. The above amendment has been duly adopted by the Board of Directors and the shareholders of APCO Graphics, Inc.

IN WITNESS WHEREOF, the undersigned being a Director of APCO Graphics, Inc., has executed this Amendment of Articles of Incorporation of APCO Graphics, Inc. as of July 1, 2002.



RONALD W. COBB

Apcog.72/amend art of incorp

CORPORATIONS DIVISION

2002 NOV 21 A 9 51

SECRETARY OF STATE

JACKSON & TYLER, L.L.P.

ATTORNEYS AT LAW
601 PEACHTREE CENTER NORTH TOWER
235 PEACHTREE STREET, N.E.
ATLANTA, GEORGIA 30303
TELEPHONE 404/521-2222
TELECOPIER 404/521-3828

November 15, 2002

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Drive
Atlanta, Georgia 30334-1530

Re: APCO Graphics, Inc.

Dear Sir or Madam:

Enclosed please find for filing an Amended Articles of Incorporation of APCO Graphics, Inc. and a \$20.00 check for the filing fee.

Should you have any questions, please feel free to contact me.

Best regards,

Sincerely,

Ashley Langford
Ashley Langford

AL/s
Enclosures

cc: Mr. Ronald Cobb