

TRANSMITTAL LETTER

P98000027960

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-03/24/98--01027--016
****131.25 ****131.25

SUBJECT: graphicADvice, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Dawn M. Sheehey
Name (Printed or typed)

6161 Eagles Nest Drive
Address

Jupiter, FL 33458
City, State & Zip

(561) 745-6508
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR 24 AM 8:43

FILED

NOTE: Please provide the original and one copy of the articles.

A

PN 3-26-98

MARCH, 18, 1998

PAGE 1

ARTICLES OF INCORPORATION

OF

graphicADvice, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby associate myself in order to form a corporation for the purpose hereinafter stated and do hereby certify as follows:

1. The name of this corporation will be:

graphicADvice, Inc.

2. The general nature of the business is to be transacted by this corporation, together with, and in addition to, those powers conferred by the law of this state and the principles of common law upon corporations, is the following:

Graphic design and Advertising.

3. In furtherance, and not in limitation, of the general powers conferred by law and the objects and purposes herein set forth, this corporation will also have the following powers.
 - a. To take, own, hold, deal in, mortgage or otherwise give liens against, and to lease, sell, exchange, transfer, or in any manner whatsoever buy or dispose of real property wherever situated.
 - b. To manufacture, purchase or acquire, and to hold, own, and in any manner dispose of and deal with goods, wares, merchandise and personal property wherever situated.
 - c. To enter into and perform contracts of every kind; to acquire and deal with its own stock, or stocks of other corporations; to guarantee another's debts in furtherance of the lawful purposes of the corporation; to become a partner in any lawful business or venture.
 - d. To establish profit-sharing, pension and other employee plans.

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ARTICLES OF INCORPORATION

OF

graphicADvice, Inc.

- e. To acquire the assets and good will of any person, firm or corporation, and to pay for such assets and good will in cash, stock of the corporation, or otherwise, or by undertaking any of the liabilities of the transferor; to hold or in any manner dispose of the property so acquired; to conduct in any lawful manner the whole of any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.
 - f. To apply for, purchase, register or in any manner to acquire and dispose of patents, licenses, copyrights, trademarks, trade names, inventions or other rights, to work, operate or develop the same; and to carry on any business which may directly or indirectly effectuate these objects.
 - g. Without a limit as to amount, to draw, make, accept, endorse, discount, and issue notes, drafts, bills of exchange, bonds, debentures, and other negotiable instruments and evidences of indebtedness, to the maximum extent permitted by law.
 - h. To have one or more offices; to conduct its business and promote its objects within and without the state.
 - I. To carry on any other business in connection with the foregoing, and with all the powers conferred upon corporations by the laws and statutes of the state.
4. The aforesaid enumerated powers are to be construed both as purposes and powers, and will not be limited or restricted by reference to or inference from any of the terms of any provisions herein; nor shall the expression of one thing be deemed to exclude another, although it is like in nature.

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ARTICLES OF INCORPORATION

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graphicADvice, Inc.

5. The amount of the total authorized capital stock which may be issued by the corporation is (100), One Hundred, shares of common stock of NO PAR VALUE. All or any part of said capital stock may be payable either in cash, property, labor or services at a just valuation to be fixed by the Board of Directors, and the judgement of such directors as to the value shall, in the absence of fraud, be conclusive upon the stockholders and parties dealing with the corporation. The capital stock may be issued and paid for at such time or terms and conditions as the directors may determine and the amount of the capital stock increased or decreased in the manner provided by law; provided, however, that the stock of the corporation shall be non-assessable.
6. The amount of capital with which this corporation shall begin business is \$1,000.00.
7. The existence of this corporation shall be perpetual.
8. The principal office of this corporation in the state is to be located at 6161 Eagles Nest Drive, in the city of Jupiter, and the agent in charge thereof shall be Dawn M. Sheehey.
9. The number of directors of this corporation shall not be less than ONE.
10. The names and mailing addresses of the Board of Directors and Officers who, subject to the provisions of these Articles and Bye-Laws to be adopted, shall hold office until their successors are elected and qualified are:

P/VP/S/T/D:

Dawn M. Sheehey

6161 Eagles Nest Drive
Jupiter, FL 33458

