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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

VALUE ADVERTISING PROMOTIONS, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
VALUE ADVERTISING PROMOTIONS, INC.

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation.

ARTICLE I
NAME

The name of this corporation shall be:

VALUE ADVERTISING PROMOTIONS, INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a. Advertising.
- b. To conduct and operate any type of business or affairs authorized by the laws of the State of Florida and of the United States of America.

ARTICLE III
CAPITAL STOCK

The capital stock of this corporation shall be 50 shares, having NO par value. All of said stock shall be payable in cash, equipment, property, real or personal, labor or service in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV
CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be no less than \$500.00.

This instrument was Prepared By:
MANUEL J. MARI, ESQ., 250 BIRD ROAD, #102, CORAL GABLES, FLORIDA 33146
(305) 444-9100 / Fax (305) 444-9922
Florida Bar No. 302880

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ARTICLE V
CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be at 10817 Northwest 27th Avenue, Miami, Florida 33167 with the privilege of having branch offices at other places within or without the State of Florida. The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VII
NUMBER OF DIRECTORS

The number of directors of this corporation shall be not less than 1 and no more than 5. The number of directors may be increased or diminished, from time to time, by the by-laws adopted by the stockholders.

ARTICLE VIII
DIRECTORS

The names and post office addresses of the First Board of Directors of this Corporation who shall hold office for the first year or until their successors are chosen, shall be:

<u>NAME:</u>	<u>ADDRESS:</u>
Raul Max-Brown	461 NW 162 nd Avenue Pembroke Pines, FL 33028

ARTICLE IX
SUBSCRIBERS

The names and addresses of the initial subscribers signing these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefor are:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>SHARES:</u>	<u>CONSIDERATION:</u>
Raul Max-Brown	461 NW 162 nd Avenue Pembroke Pines, FL 33028	45	\$450.00
Michael Elia	3847 Floramar Terrace New Port Richey, FL 34652	5	\$50.00

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ARTICLE X
AMENDMENT OF ARTICLES

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or set out in the corporate by-laws, so long as same does not conflict with the Florida Statutes.

ARTICLE XI
REGISTERED AGENT

The name and address of the initial registered agent of the corporation shall be: Manuel J. Mari, Esq., 250 Bird Road, Suite 102, Coral Gables, Florida 33146.

ARTICLE XII
OFFICERS

The names and addresses of the officers who will serve until the first election of appointment under these Articles of Incorporation are:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>POSITION:</u>
Raul Max-Brown	461 NW 162 nd Avenue Pembroke Pines, FL 33028	President
Michael Elia	3847 Floramar Terrace New Port Richey, FL 34652	Secretary

IN WITNESS WHEREOF, WE the undersigned, being each of the original subscribers to the capital stock herein above named, for the purposes of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the stated are true, and do respectfully agree to take the number of shares herein above set forth, and hereunto set our hands and seal, this 10 day of January, 2000.


RAUL MAX-BROWN (SEAL)


MICHAEL ELIA (SEAL)

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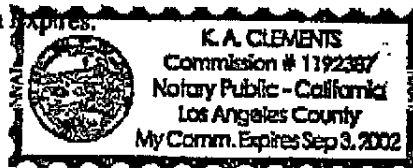
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STATE OF CALIFORNIA)
)SS.
 COUNTY OF LOS ANGELES)

BEFORE ME, the undersigned authority, personally appeared **RAUL MAX-BROWN** who is/are known to me to be the person(s) described in and who executed the foregoing Articles, acknowledged it to be the act and deed of the signer(s) respectively and respectfully, and stated that the facts and matter therein set forth are true and correct.

WITNESS my hand and my seal this 10 day of January, 2000.

My Commission Expires:



K. A. Clements
 NOTARY PUBLIC

STATE OF _____)
)SS.
 COUNTY OF _____)

BEFORE ME, the undersigned authority, personally appeared **MICHAEL ELIA** who is/are known to me to be the person(s) described in and who executed the foregoing Articles, acknowledged it to be the act and deed of the signer(s) respectively and respectfully, and stated that the facts and matter therein set forth are true and correct.

WITNESS my hand and my seal this ____ day of January, 2000.

My Commission Expires:

 NOTARY PUBLIC

CONSENT OF RESIDENT AGENT

Having been named Resident Agent of this Corporation at the office designated in the foregoing Articles of Incorporation, the undersigned hereby accepts the designation.

Manuel J. Mari
 Manuel J. Mari

250 Bird Road, Suite 102
 Coral Gables, Florida 33146
 Telephone: (305) 444-9100

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