

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Landingpages.com, Inc.

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☒ Art of Inc. File Cert.
☐ LTD Partnership File
☐ Foreign Corp. File
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☐ Certificate of Good Standing
☐ Certificate of Status
☐ Certificate of Fictitious
☐ Corp Record Search
☐ Officer Search
☐ Fictitious Search
☐ Fictitious Owner Search
☐ Vehicle Search
☐ Driving Record
☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
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Signature

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Time

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MAR 31 2000

ARTICLES OF INCORPORATION
OF
LANDINGPAGES.COM, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name and address of the Corporation shall be:

LANDINGPAGES.COM, INC.
1720 Kennedy Causeway, #109
North Bay Village, FL 33141

ARTICLE II - PURPOSE

This corporation is organized for the following purpose:

(A) To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607, Florida Statutes.

(B) To enter into any partnership, limited or general, as Limited or General Partner, or both, and to enter into any other arrangement for profit-sharing, union of interest, or corporation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this Corporation.

Prepared by:
JOSEPH S. GELLER
GELLER, GELLER, BESKIN,
SHIENVOLD, FISHER & GARFINKEL, LLP
2411 Hollywood Boulevard
Hollywood, FL 33020
Telephone: (954) 920-2300
FBN: 292771

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SECRETARY OF STATE
TALLAHASSEE, FL 32304

(C) To purchase, hold, sell and transfer shares of its own capital stock; subject however, to such limitations as may be provided by law; capital stock owned by the Corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum or vote.

(D) To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, or which shall be at any time appear conducive or expedient for the benefit or protection of the Corporation, either as holders of, or interest in, any property or otherwise.

(E) To exercise all of the powers which are now or may hereinafter be conferred upon corporations generally by the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: One Thousand (1000) shares, One Dollar (\$1.00) par value per share, common stock. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the consideration for which has been paid or delivered, shall be deemed fully-paid stock, and the holder of such shares shall not be liable for any further payment. At any time, and from time to time, when authorized by resolution of the Board of Directors, and without any action by its stockholders, the corporation may issue or sell any shares of its capital stock of any class, whether out of the unissued shares authorized by the Articles of Incorporation

of the corporation as originally filed, or by any amendment of the Articles, or out of shares of its stock acquired after the issue; and whether or not the shares so issued are sold, shall confer upon the holders of them the right to exchange such shares for other shares of the stock of the corporation. The corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, any tangible or intangible property or benefit to the corporation including cash, promissory notes, services performed, promises to perform services, as evidenced by a written contract, or other securities of the corporation.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall commence business shall be not less than ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved by law.

ARTICLE VI

INITIAL REGISTERED OFFICE AND NAME OF REGISTERED AGENT

The registered office of this corporation shall be:

2411 Hollywood Boulevard
Hollywood, FL 33020

The registered Agent at the above address is:

Joseph S. Geller, Esq.

ARTICLE VII - INITIAL PRINCIPAL OFFICE

The address of the corporation's initial principal office shall be:

1720 Kennedy Causeway, #109
North Bay Village, FL 33141

ARTICLE VIII

SHAREHOLDERS' PREEMPTIVE RIGHTS

- A. The shareholders of the corporation have a preemptive right, granted on uniform terms and conditions prescribed by the board of directors to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the corporation's unissued shares upon the decision of the board of directors to issue them.
- B. A shareholder may waive his or her preemptive right. A waiver evidenced by a writing is irrevocable even though it is not supported by consideration.
- C. There is no preemptive right with respect to:
 - 1. Shares issued as compensation to directors, officers, agents or employees of the corporation or its subsidiaries or affiliates;
 - 2. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents or employees of the corporation or its subsidiaries or affiliates;
 - 3. Shares authorized in articles of incorporation that

are issued within 6 months from the effective date of incorporation;

4. Shares sold otherwise than for money.
- D. Holders of shares of any class or series without general voting rights but with preferential rights to distributions or assets have no preemptive rights with respect to shares of any class.
- E. Holders of shares of any class or series with general voting rights but without preferential rights to distributions or assets have no preemptive rights with respect to shares of any class with preferential rights to distribution or assets unless the shares with preferential rights are convertible into or carry a right to subscribe for or acquire shares without preferential rights.
- F. Shares subject to preemptive rights that are not acquired by shareholders may be issued to any person for a period of 1 year after being offered to shareholders at a consideration set by the board of directors that is not lower than the consideration set for the exercise of preemptive rights. An offer at a lower consideration or after the expiration of 1 year is subject to the shareholders' preemptive rights.
- G. For purposes of this section "shares", includes a security convertible into or carrying a right to subscribe for or acquire shares.

ARTICLE IX - BOARD OF DIRECTORS

The initial Board of Directors shall consist of four(4) members, as below described.

NAME	TITLE	ADDRESS
MIKE FREEDMAN	Director	7532 Hispanola Avenue North Bay Village, FL 33141
TONY SULLIVAN	Director	1501 NE 36 th Street Ft. Lauderdale, FL 33304
DAYNA DYE	Director	5660 Griffin Road Davie, FL 33314
BOB SULLIVAN	Director	1501 NE 36 th Street Ft. Lauderdale, FL 33304

The Board of Directors of this corporation shall, at all times, consist of no fewer than one, and no greater than seven directors. The affirmative vote of a majority of directors is required to constitute any act or decision rendered by the Board of Directors.

ARTICLE X - OFFICERS

The initial officers shall be as below described:

NAME	TITLE	ADDRESS
MIKE FREEDMAN	President	7532 Hispanola Avenue North Bay Village, FL 33141
TONY SULLIVAN	Vice President	1501 NE 36 th Street Ft. Lauderdale, FL 33304
DAYNA DYE	Secretary	5660 Griffin Road Davie, FL 33314
BOB SULLIVAN	Treasurer	1501 NE 36 th Street Ft. Lauderdale, FL 33304

ARTICLE XI - INCORPORATOR

are:

MIKE FREEDMAN

ARTICLE XII - INDEMNIFICATION

the full extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator named, for the purpose of forming a corporation to do business both within and without the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 10th day of March, 2000.


MIKE FREEDMAN, Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE
OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0501, Florida Statutes,
the following is submitted:

FIRST, that, **LANDINGPAGES.COM, INC.**, desiring to organize or qualify
under the laws of the State of Florida, with its principal place of
business at 1720 Kennedy Causeway, #109, North Bay Village, FL 33141,
names Joseph S. Geller, as its agent to accept service of process within
Florida.

Date: 3/10/00


MIKE FREEDMAN

Having been named to accept service of process for the above named
corporation, at the place designated in this certificate, I hereby agree
to act in this capacity, and I am familiar with, and I further agree to
comply with, the provisions of all statutes relative to the proper
performance of my duties, and keeping open said office.


JOSEPH S. GELLER, Registered Agent

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