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**FLORIDA PROFTT CORPORATION OR P.A.**

**Integrated Marketing Solutions, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION  
OF  
INTEGRATED MARKETING SOLUTIONS, INC.**

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I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I.**

**Name**

The name of this corporation shall be:

Integrated Marketing Solutions, Inc.

The mailing address of this corporation shall be:

711 S. Howard Avenue, Ste. 200

Tampa, Florida 33606

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**ARTICLE II.**

**Existence of Corporation**

This corporation shall have perpetual existence.

**ARTICLE III.**

**Purposes**

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

Olga M. Pina, Esq.  
P.O. Box 1438  
Tampa, FL 33601  
Florida Bar No. 0966290  
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#### ARTICLE IV.

##### General Powers

The corporation shall have power:

- (a) To sue and be sued, complain, and defend in its corporate name.
- (b) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it.
- (c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.
- (d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.
- (e) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.
- (f) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity.
- (g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation.

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(h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.

(i) To conduct its business, locate offices, and exercise the powers granted by law within or without this state.

(j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit.

(k) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of the corporation.

(l) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(m) To transact any lawful business that will aid governmental policy.

(n) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

## **ARTICLE V.**

### **Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$.01 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The Board of Directors

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may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

#### **ARTICLE VI.**

##### **Indemnification By Court Order**

The directors, officers, employees, or agents of the corporation shall be entitled to indemnification to the full extent permitted by Florida law, including but not limited to Section 607.0850, Florida Statutes.

#### **ARTICLE VII.**

##### **Affiliated Transactions**

The corporation expressly elects, pursuant to Section 607.0901(5)(a) of the Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.

#### **ARTICLE VIII.**

##### **Control-Share Acquisitions**

The corporation exercises its right, pursuant to Section 607.0902(5) of the Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.0902, 607.1302(c) and 607.1320, Florida Statutes.

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# ARTICLE IX.

## Registered Office and Registered Agent

The street address of the corporation's initial registered office is Fowler, White, Gillen, Boggs, Villareal and Banker, P.A., 501 E. Kennedy Blvd., Suite 1700, Tampa, Florida 33602 and the name of the corporation's initial registered agent at such address is Olga M. Pina, Esq. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

# ARTICLE X.

## Initial Board of Directors

The number of directors of constituting the initial Board of Directors shall be one (1), and the names and addresses of the persons who are to serve as members thereof are as follows:

<u>Name</u>	<u>Address</u>
Terri Nickerson	711 S. Howard Avenue, Ste. 200 Tampa, Florida 33606

# ARTICLE XI.

## Incorporator

The name and address of the incorporator of this corporation is as follows:

Name: Olga M. Pina, Esq.  
Address: 501 E. Kennedy Blvd., Suite 1700  
Tampa, Florida 33602

# ARTICLE XII.

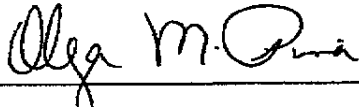
## Amendment of Articles of Incorporation

Any Articles set forth herein requiring supermajority voting provisions shall require the same supermajority vote in order for the amendment therefor. Except as otherwise stated, the

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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, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles for the uses and purposes therein stated.

  
\_\_\_\_\_  
Olga M. Pina, Esq., Incorporator

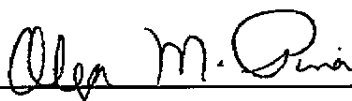
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

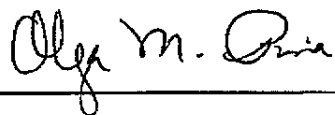
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In compliance with Section 48.091, Florida Statutes, the following is submitted:

Integrated Marketing Solutions Inc. has named Olga M. Pina, Esq. located at 501 E. Kennedy Blvd., Suite 1700, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within Florida.

  
\_\_\_\_\_  
Olga M. Pina, Esq., Incorporator  
Date: November 14, 2000

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

  
\_\_\_\_\_  
Olga M. Pina, Esq., Registered Agent  
Date: November 14, 2000

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