

Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

XYZ ADVERTISING, INC.

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Page Count	04
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION

OF

XYZ Advertising, Inc.

The undersigned, acting as the Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation shall be is XYZ Advertising, Inc.

ARTICLE II

The initial principal office and mailing address of this corporation shall be 4550 N. Michigan Avenue, Miami Beach, Florida 33140. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit. The name and address of the initial Registered Agent is: Marci A. Rubin, Esq. whose address is 1601 N. Harrison Parkway, Suite 200, Bldg A, Fort Lauderdale, Florida 33323.

ARTICLE III

This corporation shall have perpetual existence unless dissolved according to law.

ARTICLE IV

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

(a) To carry on general business as a consulting firm for the advertising industry and to operate an advertising agency and other such functions generally without limitation as to class of

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Marci A. Rubin, Attorney at Law, P.A.,
1601 N. Harrison Parkway, Suite 200, Bldg A, Sunrise, Florida 33323
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products, services and merchandise, within the United States including but not limited to the advertising industry.

(b) To borrow and raise monies for any of the purposes of the corporation and to generally make and perform contracts of any kind or description for the purpose of attaining any of the objects of the corporation.

(c) To do, transact and perform any and all forms of business and activities that can legally be performed and transacted in the State of Florida, the United States of America and any other country in the world.

ARTICLE V

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 15,000 shares of common stock. Said shares of common stock having a par value of \$.0001 each. The shares shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof in accordance with the By-Laws of the corporation as the corporation may, from time to time, make; and all of said shares shall be paid for either in cash, property, labor or services, it being recognized that property, labor or services may be purchased or paid for with the capital stock of the corporation at a just valuation.

ARTICLE VI

The amount of capital with which this corporation shall begin business shall not be less than One Hundred and 00/100 Dollars (\$100.00).

ARTICLE VII

The name and street address of the incorporator to these articles of incorporation is:
Cliff Courtney, 4550 N. Michigan Avenue, Miami Beach, Florida 33140.

ARTICLE VIII

The corporation shall maintain a Board of Directors. The number of directors may be increased or decreased from time to time by and through the BY LAWS, but the number of directors

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shall never be less than one. The Power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Stockholders.

The corporation shall have one director initially. The first Board shall be comprised of the following members:

Cliff Courtney, 4550 N. Michigan Avenue, Miami Beach, Florida 33140.

ARTICLE IX

The names, addresses and positions held of the officers of this corporation are as follows. These officers shall serve in their respective positions until such time that they may be replaced in accordance with the by-laws of the corporation.

Cliff Courtney, 4550 N. Michigan Avenue, Miami Beach, Florida 33140, P/VP/S/T.

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholder(s) are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator, being the same person named in Article VII above, and in evidence of his desire to form this corporation, does hereto subscribe his or her name, this 11th day of December, 2000.

BY: Cliff Courtney
SIGNATURE OF INCORPORATOR

Cliff Courtney cc
PRINT NAME

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DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT
FOR

XYZ Advertising, Inc.

Pursuant to the provisions of F.S. 607.0501, XYZ, Inc., a corporation herein organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent in the State of Florida.

1. The name of the corporation is XYZ Advertising, Inc.
2. The name of the registered agent is Marci A. Rubin, Esq.
3. The office address of the registered agent is 1601 N. Harrison Parkway, Suite 200, Bldg A, Sunrise, Florida 33323.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signed and accepted this 11th day of December, 2000.

BY: Marci A. Rubin Esq.
Marci A. Rubin, Esq.

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