

P 010000213686

**DOMESTIC FILING**  
**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
409 E. Gaines ST  
Tallahassee, FL 32399

~~400003633841~~  
-02/05/01--01130--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT:** Larus Digital Inc.  
Proposed Corporate Name

Enclosed are the original and one (1) copy of the Articles of Incorporation and a check for:

XX  
\$78.75 (Seventy-Eight Dollars and Seventy-Five Cents) Filing Fee and Certified Copy.

Please return the **CERTIFIED COPY** as proof of filing.

**FROM:** Ted Bulmanski  
36737 Jefferson Avenue  
Dade City, Florida 33523-3256  
Telephone: (352) 346-2384

100003633841--5  
-02/05/01--01135--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.25

**FILED**  
01 FEB -5 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

© ✓

gy2/5

**ARTICLES OF INCORPORATION**

**OF**

**LARUS DIGITAL INC.**

The undersigned incorporator hereby forms a Corporation under Chapter 607 of the laws of the State of Florida.

**FILED**  
01 FEB - 5 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of the Corporation shall be Larus Digital, Inc.

**ARTICLE II. PRINCIPLE OFFICE**

The address of the principal office of the Corporation in the State of Florida is 36737 Jefferson Avenue, Dade City, Florida 33523, and the mailing address of the Corporation shall be the same.

**ARTICLE III. NATURE OF BUSINESS**

The purposes for which the Corporation is organized are:

To conduct business of custom software development and internet marketing; and

To engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

**ARTICLE IV. SHARES OF CAPITAL STOCK**

The maximum number of shares the Corporation shall have the authority to issue is One Thousand Two Hundred (1,200) shares of common stock, with a \$1.00 par value per share.

The holders of the One Thousand Two Hundred (1,200) shares of common stock herein authorized shall have unlimited voting rights and are entitled to receive the net assets of the Corporation upon dissolution.

---

## **ARTICLE V. BOARD OF DIRECTORS**

All Corporate powers shall be exercised by, or under the authority of, and the business affairs of the Corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This Corporation shall have two Directors initially. The names and addresses of the initial members of the Board of Directors are:

Ted Bulmanski  
Director

36737 Jefferson Avenue  
Dade City, Florida 33523

Kim Bulmanski  
Director

36737 Jefferson Avenue  
Dade City, Florida 33523

## **ARTICLE VI. OFFICERS**

The names and addresses of the initial Officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

Ted Bulmanski  
Chairman, President, and Chief Executive Officer

36737 Jefferson Avenue  
Dade City, Florida 33523

Kim Bulmanski  
Executive Vice President, Secretary, and Treasurer

36737 Jefferson Avenue  
Dade City, Florida 33523

## **ARTICLE VII. REGISTERED AGENT**

The name of the Corporation's initial registered agent is Ted Bulmanski, and the address of the initial registered office of the Corporation in the State of Florida is 36737 Jefferson Avenue, Dade City, Florida 33523.

## **ARTICLE VIII. INCORPORATOR**

The name and complete street address of the incorporator to these Articles of Incorporation is:

Ted Bulmanski  
36737 Jefferson Avenue  
Dade City, Florida 33523

---

### **ARTICLE IX. PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights.

### **ARTICLE X. FOR PROFIT CORPORATION**

The Corporation is for profit.

### **ARTICLE XI. TERMS OF EXISTENCE**

The duration of the Corporation is perpetual.

### **ARTICLE XII. S CORPORATION**

The incorporator has noted the Corporation qualifies and has received Notice of Acceptance as an S Corporation from the Internal Revenue Service as a "small business corporation" as defined in section 1244 of the Internal Revenue Code, so that shareholders will be entitled to treat any loss on their stock as an ordinary loss rather than a capital loss for federal income tax purposes. Further, it is the intent of the incorporator to take all actions necessary to maintain its status as an S Corporation.

### **ARTICLE XIII. LIABILITY**

The members of the Board of Directors of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of their fiduciary duty as a Director, except for (i) breach of the Director's duty of loyalty to the Corporation or its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) unlawful distributions.

**ACCEPTANCE OF REGISTERED AGENT**  
**DESIGNATED IN ARTICLES OF INCORPORATION**

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By: Ted Bulmansk  
Ted Bulmansk, Registered Agent

02/01/2001  
Date

By: Ted Bulmansk  
Ted Bulmansk, Incorporator

02/01/2001  
Date

**FILED**  
01 FEB -5 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA