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One Southeast Third Avenue, Suite 1450  
Miami, Florida 33131-1715

01 FEB 16 PM 3:27

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Telephone 305. 377.2140

Email ltertocha@hotmail.com

Facsimile 305. 530.9417

February 14, 2001

Division Of Corporations  
Attention: New Filings  
Post Office Box 6327  
Tallahassee, Florida 32314

900003706969--8  
-02/16/01--01059--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Filing new corporation:  
KELLNER/FULLERTON/MCBRIDE ADVERTISING, INC.

Dear Sir/Madam

I enclose the following documents for filing a new corporation:

KELLNER/FULLERTON/MCBRIDE ADVERTISING, INC.

- 1 check: # 1862 for \$78.75 O/ Secretary Of State  
including fees for a certified copy of the Articles of Incorporation for each name, and
- 2 Sets of Articles of Incorporation.

Please process our request as soon as possible, as time is of the essence for our client.

If you have any questions, please let me know.

Thank you,

  
Nancy Chang, CLA

LT/N  
Enclosures

*Done 2/16/01*  
*TV*

**FILED**

**ARTICLES OF INCORPORATION  
OF**

**01 FEB 16 PM 3:27**

**KELLNER/FULLERTON/MCBRIDE ADVERTISING, INC.**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation, under the Florida

Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation shall be KELLNER/FULLERTON/MCBRIDE ADVERTISING, INC.

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be located at 165 Madeira Avenue, Suite 9, Coral Gables, Florida, 33134.

**ARTICLE III: CORPORATE PURPOSE**

The object and purpose to be transacted and carried on by this Corporation and the services to be rendered in connection therewith are as follows:

1. The Corporation shall engage in the business of rendering services as an advertising agency, which shall include, but not be limited to, the following: development, production, creation, and consultation for advertising, promotion, commercials, and marketing campaigns; creation of copy, text, print, artwork, graphic art, designs, photographs, images, and illustrations for diverse media (e.g. TV, Internet, cyberspace, radio, motion pictures, text, periodicals, billboards, point of purchase materials, brochures, pamphlets) as well as in any and all current media, or to be developed in the future; art direction; budget preparation; market analysis; sourcing talent, artists, and vendors for advertising; development of public relations or publicity; and any and all additional services and/or products in conjunction with the advertising business and related transactions.

2. To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation or any amendments thereto, or in

furtherance of this Corporation and, in general, either alone or in association with other corporations, entities, firms, or individuals, to carry on any lawful business, transactions, or activities for which corporations may be incorporated, and permitted under the laws of Florida and the United States, and to attain the objectives of this Corporation.

#### **ARTICLE IV: AUTHORIZED SHARES - CAPITALIZATION**

The Corporation shall be authorized to create, issue and have outstanding at any one time, a maximum of 500 shares of common stock having a par value of one dollar (\$1.00) per share.

The entirety or any percentage of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, but not less than the par value of the stock so to be issued.

#### **ARTICLE V: EXISTENCE AND DURATION**

The existence of this Corporation shall commence upon the filing of these Articles of Incorporation. The Corporation shall continue perpetually unless dissolved in accordance with the laws of the State of Florida.

#### **ARTICLE VI: INITIAL REGISTERED AGENT AND OFFICE**

The street address of the Initial Registered Agent and principal office of this Corporation in the State of Florida shall be:

165 Madeira Avenue, Suite 9,  
Coral Gables, Florida 33134.

The name of the Initial Registered Agent of this Corporation at that address shall be:

Mr. Adam Fullerton.

## **ARTICLE VII: BOARD OF DIRECTORS**

The business of this Corporation shall be managed by a Board of Directors which shall consist of not less than one (1) individual. The number of Directors may be either increased or decreased from time to time by an amendment of the Bylaws of this Corporation in the manner provided by law, but shall never be less than one (1).

## **ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The name and street address of the members of the Initial Board of Directors who shall hold office until their successors shall have been duly elected or appointed and have qualified are as follows:

Mr. Adam Fullerton  
Mr. Douglas Kellner  
Ms. Jennifer Kellner  
Mr. John McBride  
165 Madeira Avenue, Suite 9  
Coral Gables, Florida, 33134.

## **ARTICLE IX: INCORPORATORS**

The name and street address of the individual organizing this Corporation and executing these Articles of Incorporation as the Incorporator are as follows:

Mr. Adam Fullerton  
165 Madeira Avenue, Suite 9  
Coral Gables, Florida, 33134.

## **ARTICLE X: INDEMNIFICATION**

To the extent permitted by law, the Corporation is empowered to indemnify each person serving as an Officer or Director of the Corporation, or any former Director or Officer of the Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of being a Director or Officer of the Corporation, or by reason of any action alleged to have been taken or omitted by the Director or Officer. The Corporation may reimburse each person for all legal costs and attorneys fees (at all levels) and other expenses reasonably incurred in connection with any claim or liability.

The rights accruing to any individuals under the foregoing provisions shall not exclude any other rights to which they may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify or reimburse such individuals in any proper case even though not specifically provided herein.

#### **ARTICLE XI: SPECIAL PROVISIONS**

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and conduct of the affairs of this Corporation:

1. This Corporation shall have the power to enter into, or become a partner in , any agreement for the sharing of profits, union of interests, or joint venture with any person, firm, entity or corporation to carry on any business or to make any investments otherwise permitted for this Corporation and as permitted by law.

2. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interests of the Corporation's directors or shareholders, shall have the power to establish reasonable compensation for its directors, officers and employees, and shall have the power to provide one or more of the following additional compensation plans, whether singularly, on behalf of the Corporation, or in participation or conjunction with other individuals, partnerships, entities or corporations:

- a). A pension plan;
- b). A profit-sharing plan;
- c). A medical-dental reimbursement plan;
- d). A thrift and savings plan;
- e). A stock bonus plan;
- f). A stock option plan; or
- g). Other insurance, retirement, disability, death benefit or incentive compensation plans.

**ARTICLE XII: AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, as permitted by law, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREFORE, the undersigned Incorporator has executed these Articles of Incorporation on this 14<sup>th</sup> day of February, 2001.


  
Adam Fullerton, Incorporator

STATE OF FLORIDA )  
                              ) SS  
COUNTY OF DADE )

THE FOREGOING instrument was acknowledged and sworn to before me by Adam Fullerton, who has produced a valid Driver's License No. F463004701040 the State of Florida as identification, identifying himself as the person executing the foregoing instrument, and after being first by me duly sworn, deposes and states that he is the person described in and who executed the foregoing instrument, and who acknowledged that he executed same for the purpose stated herein.

14<sup>th</sup> IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this day of February, 2001.

 Nancy M. Chang-Silva-Urso  
My Commission CC869474  
Expires June 30, 2001

  
Nancy M. Chang-Silva-Urso, Notary Public  
State Of Florida, County of Dade  
My Commission CC869474  
My commission expires June 30, 2001

(SEAL)

**CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes, Section 48.091 and Section 607.0501, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statements in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Corporation: KELLNER/FULLERTON/MCBRIDE ADVERTISING, INC.
2. The name and address of the Registered Agent and office is

Ms. Adam Fullerton  
165 Madeira Avenue, Suite 9  
Coral Gables, Florida, 33134.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ACCEPTANCE AND ACKNOWLEDGMENT**

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this certificate, 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 a Registered Agent.

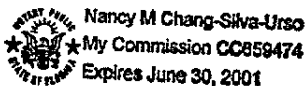
  
ADAM FULLERTON


2-14-01  
DATE

STATE OF FLORIDA )  
                                  ) SS  
COUNTY OF DADE )

THE FOREGOING instrument was acknowledged and sworn to before me by Adam Fullerton, who has produced a valid Driver's License No. F463004701040 from the State of Florida as identification, identifying himself as the person executing the foregoing instrument, and after being first by me duly sworn, deposes and states that he is the person described in and who executed the foregoing instrument, and who acknowledged that he executed same for the purpose stated herein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 14<sup>th</sup> day of February, 2001.



  
Nancy M. Chang-Silva-Urso, Notary Public  
State Of Florida, County Of Dade  
My Commission CC869474  
My commission expires June 30, 2001

(SEAL)