

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN
PICK UP 3/15/01



☐ CERTIFIED COPY

☒ CUS *gs*

☒ PHOTO COPY

☒ FILING *Articles*

FILED
01 MAR 15 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.) Promo Pro, Inc.
(CORPORATE NAME & DOCUMENT #)

9000003853689--3
-03/15/01--01041--001
*****78.75 *****78.75

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR 15 AM 9:57
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

SPECIAL INSTRUCTIONS

T. SMITH MAR 15 2001

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

✓

**ARTICLES OF INCORPORATION
OF
PROMOPRO, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the corporation is **PROMOPRO, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 14106 Eastland Lane, Tampa, Florida 33625 and the mailing address is the same.

ARTICLE 4 - INCORPORATORS

The name and street address of the incorporators of this Corporation are:

NAME	ADDRESS
LENNY MEZHVINSKY	6725 Cavacade Drive Tampa, Florida 33614

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President: Robert Castillo
Vice President:
Secretary:
Treasurer:

whose addresses shall be the same as the principal office of the Corporation.

FILED
01 MAR 15 AM 10:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE 6 - DIRECTORS

The Directors of the Corporation shall be determined by the Bylaw of the Corporation, and their addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - AFFILIATED TRANSACTION

Pursuant to the provisions of Section 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirement or other provisions regarding affiliated transactions as set forth in respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

ARTICLE 8 - CONTROL SHARE ACQUISITIONS

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirement or other provisions regarding control-share acquisition described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

ARTICLE 9 - CORPORATE CAPITALIZATION

9.1 The maximum number of share that this Corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having the par value of one cent (\$0.01).

9.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

9.3 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporations.

9.4 The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting limitations as to dividends, qualifications or term or conditions of redemption of the stock.

ARTICLE 10 - SHAREHOLDERS' AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Agreement, if any is on file at the principal office of the Corporation.

ARTICLE 11 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 12 - TERMS OF EXISTENCE

The Corporation's existence commence on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida. This Corporation shall have perpetual existence thereafter.

ARTICLE 13 - REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 14 - REGISTERED OFFICE AND REGISTERED AGENT

The name and address of registered office of this Corporation is:

JESSICA C. TIEN
TIEN LAW GROUP
100 South Ashley Drive, Suite 2200
Tampa, Florida 33602

ARTICLE 15 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 16 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 17 - INDEMNIFICATION

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

ARTICLE 18 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Article of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of nay applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 1st day of March, 2001.



LENNY MEZHVINSKY, INCORPORATOR

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

JESSICA C. TIEN, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the positions of Registered Agent under the applicable provisions of the Florida Statutes.


JESSICA C. TIEN

FILED
01 MAR 15 AM 10:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA