

DOI 0000035695

Requester's Name

1234 Airport Road #119
Destin, FL 32541

City/State/Zip

Phone #

400003907554--0
-03/23/01--01053--018
****122.50 ****78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
01 APR -9 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 28, 2001

BRENDA KASTOR
1234 AIRPORT RD #119
DESTIN, FL 32541

SUBJECT: PIXEL FACTORY, INC.
Ref. Number: W01000007027

We have received your document for PIXEL FACTORY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Gina Bullock
Document Specialist
New Filing Section

Letter Number: 201A00018659

ARTICLES OF INCORPORATION
OF
Pixel Factory of Destin, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of these ARTICLES OF INCORPORATION, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, effective on the date of filing.

ARTICLE I - NAME

The name of this corporation is Pixel Factory of Destin, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the day of filing.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 109 Melvin Street, Destin, Florida, and the name of the initial registered agent of this corporation at that address is Brenda Kastor. The mailing address is 109 Melvin Street, Destin, FL 32541.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two(2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The names and addresses of the initial directors of this corporation are:

| | |
|---------------|------------|
| Brenda Kastor | Destin, FL |
| Roy Kastor | Destin, FL |

ARTICLE VIII - INITIAL OFFICERS

The initial officers who shall serve until their successors are duly elected by a majority vote of the directors are as follows:

| | |
|-----------------|----------------|
| President | Brenda Kastor |
| Vice- President | David A. Moore |
| Secretary | Roy Kastor |
| Treasurer | Brenda Kastor |

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles is:

| | |
|---------------|------------|
| Brenda Kastor | Destin, FL |
|---------------|------------|

The mailing address of the corporation is: 109 Melvin Street, Destin, FL 32541.

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - SHARES OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount opposite their respective names:

Brenda Kastor 1000 Shares

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

ARTICLE XIV - RESTRICTION OR TRANSFERABILITY OF STOCK

The shares of the capital stock of this corporation shall be issued initially as set forth in ARTICLE XI. The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation or to the corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in the By-Laws of this corporation.

Brenda Kastor
Brenda Kastor

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, did personally appear, Brenda Kastor, to me known to be the person who executed the foregoing ARTICLES OF INCORPORATION and she acknowledged before me that she executed those ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of March, 2001.

[Signature]
Notary Public



ACCEPTANCE OF REGISTERED AGENT

Having been duly designated as registered agent for the herein corporation, I hereby accept such designation and agree to act in such capacity.

Brenda Kastor

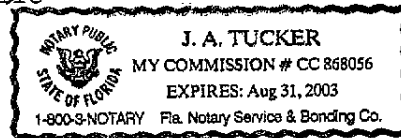
Brenda Kastor
109 Melvin Street
Destin, FL 32541

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, did personally appear Brenda Kastor, who acknowledged that she executed the foregoing ACCEPTANCE for the purpose stated herein.

WITNESS my hand and official seal this 20th day of March, 2001.

[Signature]
Notary Public



Prepared by: Brenda Kastor

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01 APR -9 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA