

TRANSMITTAL LETTER

PO1000054465

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Right Way Media, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

000004315710--6
-05/24/01--01075--012
****148.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☒ \$70.00 Filing Fee
☒ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy
☐ \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: JOHN KIMINAS
Name (Printed or typed)
704 NE 17th ROAD
Address
FORT LAUDERDALE, FL 33304
City, State & Zip
954-895-8915
Daytime Telephone number

FILED
01 MAY 24 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

G. BULLOCK JUN 04 2001

(5)

ARTICLES OF INCORPORATION
OF
RIGHT WAY MEDIA, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract hereby form a corporation under the laws of the state of Florida.

A R T I C L E I
NAME

The name of the corporation shall be: RIGHT WAY MEDIA, INC.

A R T I C L E II
PRINCIPAL OFFICE

The initial street address of the principle office of this corporation in the State of Florida is: 704 NE 17th Road, Fort Lauderdale, FL 33304-3423. The board of directors may, from time to time, move the principal office to any other address in Florida.

A R T I C L E III
PURPOSE

The purpose for which the corporation is organized is: to provide a single media solution for any person, business or entity to acquire knowledge about, or to have produced any type of passive or interactive media. These services are varied and are dictated by the type of media being created, produced and/or replicated.

A R T I C L E IV
SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares having a par value of \$1.00 per share of common stock.

All of the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the director at a meeting called for such purpose.

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ARTICLE V **INITIAL STOCK**

The amount of capital with which this corporation shall begin business is not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE VI **TERM OF EXISTENCE**

The corporation is to exist perpetually.

ARTICLE VII **DIRECTOR(S)**

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

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

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation, any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall be been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote there as to authorize any such contract or transaction with like force and effect as if here were not such director or officer of such other corporation or not so interested.

A R T I C L E V I I I
INITIAL OFFICERS/DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

NAME

MARC BENNETT

ADDRESS

3057 Coral Springs Drive
Coral Springs, FL 33065-3807

JOHN KIMINAS

704 NE 17th Road
Fort Lauderdale, FL 33304-3423

A R T I C L E I X
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon.

A R T I C L E X
DATE OF COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence of this corporation shall be the date of filing with the Secretary of State.

A R T I C L E X I
RESIDENT AGENT

RIGHT WAY MEDIA, INC. , desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Fort Lauderdale, County of Broward, State of Florida, has named JOHN KIMINAS, whose address is 704 NE 17th Road, Fort Lauderdale, Florida 33304, as its agent to accept service of process within this state.

ARTICLE XII
INCORPORATOR

The name and post office address of each Incorporator of these Articles of Incorporation are:

NAME

MARC BENNETT

ADDRESS

3057 Coral Springs Drive
Coral Springs, FL 33065-3807

JOHN KIMINAS

704 NE 17th Road
Fort Lauderdale, FL 33304-3423

ACKNOWLEDGMENT:

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

BY: _____

JOHN KIMINAS, Resident Agent

DATE: _____

5-18-2001

IN WITNESS WHEREOF the part of these Articles of Incorporation has hereunto set their hands and seals this 18 day of May, 2001.

BY: _____

Incorporator

DATE: _____

5/18/01

BY: _____

Incorporator

DATE: _____

5/18/2001