

CORPORATION(S) NAME

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## ARTICLES OF INCORPORATION

# <u>OF</u>

## **BACH SIGN GROUP INC.**

We, the undersigned, have executed the following document as incorporator of the above named corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

# **ARTICLE I-NAME**

The name of this corporation is BACH SIGN GROUP INC.

# **ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing of the date of the filing of these Articles with the Department of State.

## 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 1,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

# **ARTICLE V-PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her prorate 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 PRINCIPAL OFFICE AN AGENT

The street address of the initial principal office of this corporation is 2655 NORTH

OCEAN DRIVE SUITE 300 SINGER ISLAND FLORIDA 33404, and the name of the initial registered agent of this corporation at that address is ROBERT E. HILTERBRICK.

# ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The names and addresses for the initial Board of Directors of this corporation are:

Title:

**PRESIDENT** 

Name:

CARLA J. HILTERBRICK

Address:

PO BOX 30625.

PALM BEACH GARDENS FL 33420

Title:

VICE-PRESIDENT

Name:

ROBERT E. HILTERBRICK

Address:

PO BOX 30625

PALM BEACH GARDENS FL 33420

## ARTICLE VIII - INCORPORATORS

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

Name:

CARLA J. HILTERBRICK

Address:

PO BOX 30625

PALM BEACH GARDENS FL 33420

Name:

ROBERT E. HILTERBRICK

Address:

PO BOX 30625

PALM BEACH GARDENS FL 33420

## **ARTICLE IX - INDEMNIFICATION**

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

### ARTICLE X AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of incorporation this 4, day of JUNE 2001.

CARLA J. HILTERBRICK, Subscriber

ROBERT E. HILTERBRICK, Subscriber

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ROBERT E. HILTERBRICK and CARLA J. HILTERBRICK, who proved to me by identification that he is the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he/she executed such Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State of Florida and County of Palm Beach FL aforesaid, this 4, day of JUNE 2001.

My commission expires November 29, 2001.

Expires November 29, 2001

(Seal)

Jil Barband Stera Levy

My Commission GGSN/195897057

Expires November 29: 222-19, 2001

Notary Public

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

FIRST THAT BACH SIGN GROUP INC. DESIRING TO ORGANIZE OR

QUALIFY UNDER THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF

BUSINESS AT 2655 NORTH OCEAN DRIVE SUITE 300 SINGER ISLAND FL 33404, HAS

NAMED ROBERT E. HILTERBRICK OF 2655 NORTH OCEAN DRIVE SUITE 300

SINGER ISLAND FL 33404, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS

WITHIN FLORIDA.

SIGNATURE'

ROBERT E. HILTERBRICK-REGISTERED AGENT

DATE: JUNE 4, 2001