



PO10000071132

ACCOUNT NO. : 072100000032

REFERENCE : 188201 81599A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pugh*

ORDER DATE : June 15, 2001

ORDER TIME : 2:24 PM

ORDER NO. : 188201-005

CUSTOMER NO: 81599A

CUSTOMER: Marc P. Ossinsky, Esq  
Ossinsky & Cathcart, P.a.

210 North Wymore Road

Winter Park, FL 32789

DOMESTIC FILING

NAME: I TONE MEDIA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

*625*  
*001-16481*

300004481769--1

FILED  
2001 JUL 17 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED  
2001 JUL 17 PM 2:56  
TO ADOPTED  
SUFFICIENCY OF FILING  
DEPARTMENT OF STATE  
REVISIONS TO ORGANIZATIONS

*7/19/01*



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 17, 2001

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: I TONE MEDIA, INC.  
Ref. Number: W01000016481

**FILED**  
2001 JUL 17 PM 7:28  
DIVISION OF CORPORATIONS  
RECEIVED  
JUL 19 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for I TONE MEDIA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 001A00041991

**RESUBMIT**  
Please give original  
submission date as file date.

## ARTICLES OF INCORPORATION

OF

I TONE MEDIA, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is:

I TONE MEDIA, INC.  
12179 S. Apopka Vineland Road, # 523, Orlando, Florida 32836

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- a. to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way;
- b. to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them;

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 210 N. Wymore Road, Winter Park, Florida 32789, and the name of its initial Registered Agent at that address is Marc P. Ossinsky, Esquire.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Peter R. Werner	12179 S. Apopka Vineland Road, #523 Orlando, Florida 32836
Christopher K. Chilton	14376 Colonial Grand Blvd. Orlando, Florida 32837

Article 7. Incorporator. The name and address of the Incorporator is as follows:

Peter R. Werner	12179 S. Apopka Vineland Road, #523 Orlando, Florida 32836
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Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Stock Transfer Restrictions. Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
Peter R. Werner	500
Christopher K. Chilton	500

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 11. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 12. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 13. Commencement of Corporate Existence. In accordance with Fla. Stat. § 607.0203, the date when corporate existence shall commence is July 17, 2001.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 14<sup>th</sup> day of June, 2001.

  
PETER R. WERNER, Incorporator

  
CHRISTOPHER K. CHILTON, Incorporator

STATE OF FLORIDA )

SS.

COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of June, 2001, by PETER R. WERNER and CHRISTOPHER K. CHILTON, of I TONE MEDIA, INC., a corporation, on behalf of the corporation, who are personally known or produced \_\_\_\_\_ as identification.

  
Notary Public MARIA L. SNIDER  
My Commission expires: \_\_\_\_\_



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
UPON WHOM PROCESS MAY BE SERVED,  
AND ACCEPTANCE BY REGISTERED AGENT**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

I TONE MEDIA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 12179 S. Apopka Vineland Road, # 523, Orlando, Florida 32836 has named Marc P. Ossinsky, Esquire, located at 210 N. Wymore Road, Winter Park, Florida 32789, as its agent to accept service of process within Florida.

  
PETER R. WERNER

Incorporator

Title: President

Date: June 14, 2001

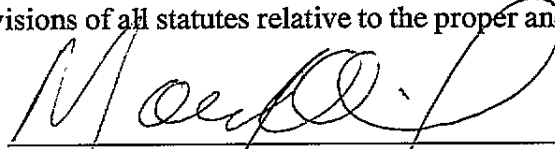
  
CHRISTOPHER K. CHILTON

Incorporator

Title: Vice President

Date: June 14, 2001

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
MARC P. OSSINSKY, ESQUIRE,  
Registered Agent

6/14/01  
Date

**FILED**  
2001 JUL 17 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA