

PA 1000086075

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

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-08/30/01--01010--004
*****78.75 *****78.75

SUBJECT: US*Ad & Marketing, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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: Claire Suzanne McBrine, ^{registered agent}
Name (Printed or typed) ^{certified incorporator}

412 Port Royal Blvd
Address

Satellite Beach, FL 32937
City, State & Zip

321 773-9439
Daytime Telephone number

FILED
01 AUG 29 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

75MTH AUG 30 2001
4

**ARTICLES OF INCORPORATION OF
US*Ad & Marketing, Inc.**

ARTICLE I.

Name

The name of this corporation is US*Ad & Marketing, Inc.

ARTICLE II

Principal Place of Business and Mailing Address

The Corporation shall have its principal executive office at 412 Port Royal Blvd, Satellite Beach, FL 32937.

ARTICLE III.

Purposes.

The general purposes for which this corporation is organized are as follows: to engage in any type of lawful business; engage in advertising and marketing services; to have offices and officers, agent and agencies in the State of Florida or in any other of United States or in foreign countries; and to exercise generally such powers as may be incident to or convenient for the purposes and businesses of the corporation and to engage in any activities or business permitted under the laws of the United States and the State of Florida, it being provided that the foregoing enumeration of specific powers shall not be held to limit or restrict the general powers of the corporation. This corporation shall have perpetual existence.

ARTICLE IV

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be one hundred shares of common stock, 51 voting, 49 non-voting, with a par value of \$1 per share. All stock issued shall be fully paid.

ARTICLE V

Officers

The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The same person may hold any number of offices except that one person may not hold both the office of President and Vice President (or President and Secretary).

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ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered and principal office of this corporation is 412 Port Royal Blvd, Satellite Beach, FL 32937 and the name of the registered agent at that address is Claire Suzanne McBride. The mailing address of the corporation is 412 Port Royal Blvd, Satellite Beach, Florida 32937.

ARTICLE VII
Incorporators

The names and address of the person signing these articles is:

Claire Suzanne McBride 412 Port Royal Blvd
Satellite Beach, FL 32937

ARTICLE VIII
Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The Board may delegate the management of the day-to-day operation of the business of the Corporation to a management company or other persons, provided that the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. The names and address of the initial directors of this corporation are:

Claire Suzanne McBride 412 Port Royal Blvd
Satellite Beach, FL 32937

Michael Nolan McBride 412 Port Royal Blvd
Satellite Beach, FL 32937

ARTICLE IX
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 rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X
Indemnification

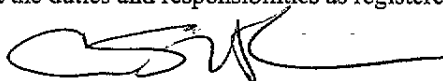
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Acceptance of registered agent

I hereby am familiar with and accept the duties and responsibilities as registered Agent for said corporation.

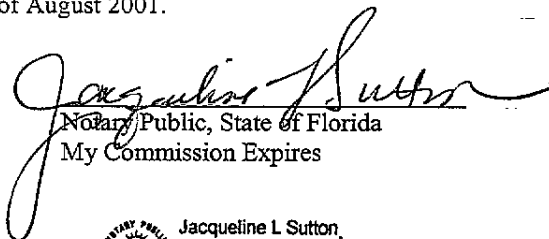


Claire Suzanne McBride

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a notary public authorized to take acknowledgements in the State and County aforesaid personally appeared Claire Suzanne McBride to me and known by me as the person who executed the foregoing articles of incorporation, and she acknowledged before me that she executes those articles of incorporation, and also the acceptance of Registered Agent.

IN WITNESS WHEREOF, I have here unto set my hand and affixed my official seal in the State and County aforesaid this 24th day of August 2001.



Notary Public, State of Florida
My Commission Expires



Jacqueline L. Sutton
My Commission CC902711
Expires January 17, 2004

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA