

PO 1000088264
W. Richard Thoreen *Attorney & Counselor at Law*

*Board Certified Civil Trial Lawyer
Florida Bar Association
Michigan Bar Association*

116 E. Altamonte Drive, Suite 210
Altamonte Springs, FL 32701
Telephone (407) 339-1812
Fax (407) 331-3187

August 30, 2001

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

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*****70.00 *****70.00

Re: Corporate Filing

Dear Staff:

Please find enclosed the following for the new corporation to be known as Peapod Publishing, Inc.:

1. Articles of Incorporation (original and one copy).
2. Designation and Acceptance of Registered Agent (original and one copy).
3. Check for \$70.00 - Filing Articles \$35.00; Designation of and Acceptance by Registered Agent \$35.00.
4. Return envelope for stamped copy of Articles.

Thank you for your assistance in this matter.

Very truly yours,

W. Richard Thoreen

W. Richard Thoreen

FILED
01 SEP -4 PM 2:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WRT/rt

Enclosures

6 paw
9/7/01

**ARTICLES OF INCORPORATION
OF
PEAPOD PUBLISHING, INC.**

FILED
01 SEP -4 PM 2:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, **Diana Scimone**, acting as Incorporator and initial Director of a Corporation to be formed under the Florida Business Corporation Act, Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

CORPORATE NAME AND ADDRESS

This Corporation will be known as and shall do business under the name of and at the following address:

**Peapod Publishing, Inc.
1570 Farrindon Circle
Heathrow, Florida 32746**

ARTICLE II

DURATION AND COMMENCEMENT OF EXISTENCE

The duration of this Corporation is perpetual. The time of commencement of its existence is immediately.

ARTICLE III

PURPOSE, POWERS AND NATURE OF BUSINESS

The purpose of this Corporation is to engage in any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or

permitted under the laws of the United States. The Corporation shall have all of the general powers listed in Section 607.0302, Florida Statutes, all of the emergency powers listed in Section 607.0303, Florida Statutes, and all other powers which are necessary, convenient or incidental to the express power or to conduct any and all business permitted under law.

ARTICLE IV

AUTHORIZED SHARES OF STOCK

The Corporation is authorized to issue one thousand (1,000) shares of stock, all of one (1) class, having a par value of One Dollar (\$1.00) per share.

ARTICLE V

BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. Directors shall be elected in accordance with the Bylaws.

ARTICLE VI

INITIAL DIRECTOR AND INCORPORATOR

The name and address of the Incorporator and initial Director of this Corporation are as follows:

**Diana Scimone
1570 Farrindon Circle
Heathrow, FL 32746**

ARTICLE VII

INFORMAL ACTION OF THE BOARD OF DIRECTORS

If all of the Directors of this Corporation, individually or collectively, consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, then the action shall be as valid and effective as if it had been authorized at a regular or special meeting of the Board of Directors.

ARTICLE VIII

INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent for the service of process on this Corporation is as follows:

**Diana Scimone
1570 Farrindon Circle
Heathrow, Florida 32746**

ARTICLE IX

INFORMAL ACTION OF SHAREHOLDERS

If all of the shareholders of this Corporation, individually or collectively, consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, then the action shall be as valid and effective as if it had been authorized at a regular or special meeting of the shareholders.

ARTICLE X

AMENDMENT OF ARTICLES

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

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, I, the undersigned Incorporator, have examined and executed these Articles of Incorporation on this 30th of August, 2001.

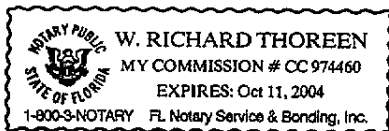
Diana Scimone

Diana Scimone

**STATE OF FLORIDA
COUNTY OF SEMINOLE**

BEFORE ME, the undersigned authority, personally appeared **Diana Scimone**, known to me to be the person who executed the foregoing Articles of Incorporation and who acknowledged to and before me that she executed said instrument for the purposes stated therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 30th day of August, 2001.



W. Richard Thoreen

Notary Public
My Commission Expires:

FILED

CERTIFICATE OF DESIGNATION

01 SEP -4 PM 2: 55

OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

REGISTERED OFFICE/REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 48.091, Florida Statutes, the following Corporation, organized under the laws of the State of Florida, submits the following statement designating the Registered Office/Registered Agent in the State of Florida:

1. The name and address of the Corporation is:


**Peapod Publishing, Inc.
1570 Farrindon Circle
Heathrow, Florida 32746**

2. The name and address of the registered agent is:

**Diana Scimone
1570 Farrindon Circle
Heathrow, Florida 32746**

HAVING BEEN NAMED AS REGISTERED AGENT, AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: August 30, 2001



Diana Scimone