

PO1000093580

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

Re: PARTNERS ADVERTISING SOLUTIONS, INC.  
20423 State Road 7, #F6,  
Boca Raton, Florida 33498-6797

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$ 131.25, representing the fees for filing and a Certified Copy & Certificate.

Thank you for your assistance in this matter.

Sincerely,

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-09/10/01--01076--019  
\*\*\*131.25 \*\*\*\*\*87.50

SAMUEL DAMON LOPEZ, ESQ.  
629 SE FIFTH AVENUE  
FT. LAUDERDALE, FLORIDA 33301

(954) 523-8565

W01-21259

FILED  
01 SEP 24 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

T. Burch SEP 25 2001



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 13, 2001

SAMUEL DAMON LOPEZ, ESQ.  
629 SE FIFTH AVE  
FT LAUDERDALE, FL 33301

SUBJECT: PARTNERS ADVERTISING SOLUTIONS, INC.  
Ref. Number: W01000021259

We have received your document for PARTNERS ADVERTISING SOLUTIONS, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as incorporator in the document and the person signing as incorporator must be the same.

The registered agent must sign accepting the designation.

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) 245-6928.

Tim Burch  
Document Specialist  
New Filing Section

Letter Number: 001A00051389

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PARTNERS ADVERTISING SOLUTIONS, INC.**

**ARTICLE I. CORPORATE NAME.**

The name of this corporation is PARTNERS ADVERTISING SOLUTIONS, INC.

**ARTICLE II. PRINCIPAL OFFICE.**

The principal place of business and mailing address of this corporation are: 20423 State Road 7, #F6, Boca Raton, Palm Beach County, Florida 33498-6797.

**ARTICLE III. CAPITAL STOCK.**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100).

**ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.**

The name and address of the initial registered agent is: Deborah Gelber, 20423 State Road 7, #F6, Boca Raton, Palm Beach County, Florida 33498-6797.

**ARTICLE V. INCORPORATOR.**

The name and street address of the incorporator of these articles of incorporation is: Samuel D. Lopez, Esquire, 629 SE Fifth Avenue, Ft. Lauderdale, Florida 33301.

**ARTICLE VI. DURATION OF CORPORATION.**

The duration of the corporation is perpetual.

## ARTICLE VII. PURPOSE.

The purpose of the corporation is to lawfully acquire assets tangible and intangible as well as property.

## ARTICLE VIII. SUBCHAPTER S LIMITATIONS.

The aggregate number of shares which the corporation is authorized to issue is one hundred, and such shares shall be without par value. Such shares shall be of a single class, and all issued shares shall be held of record by not more than ten persons. Shares will be issued and transferred only to:

1. natural persons
2. estates, or
3. a trust described in 26 U.S.C. Section 1371 defining a qualified "small business corporation".

In addition, no shares shall be issued to or transferred to a nonresident alien.

## ARTICLE IX. CORPORATE MANAGEMENT.

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed by and under the direction of, the shareholders.

## ARTICLE X. QUORUM FOR TRANSACTION OF BUSINESS.

The presence at any stockholders meeting, in person or by proxy, of persons entitled to vote all the shares of the corporation then issued and outstanding, shall constitute a quorum for the transaction of business.

## ARTICLE XI. VOTING OF SHARES AND TRANSFERABILITY.

The affirmative vote of all of the outstanding shares of the corporation shall be the act of the shareholders. All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement among the holders of such shares.

ARTICLE XII. RIGHTS AND POWERS.


The corporation shall have all the rights and powers now or subsequently conferred on corporations by the laws of the State of Florida.

ARTICLE XII. ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT.

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Executed by the undersigned at 629 SE Fifth Avenue, Ft. Lauderdale, Broward County, Florida,  
on this 24 day of Aug, 2001. [Signature], as incorporator  
[Signature]  
DEBORAH GELBER, as Registered Agent

Sworn to and subscribed before me, the undersigned authority, by DEBORAH GELBER, who is personally known to me, on this 24 day of August, 2001.

 Samuel D Lopez  
My Commission CC832409  
Expires May 3 2003

[Signature]  
NOTARY PUBLIC