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TRANSMITTAL LETTER

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

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-09/28/01--01010--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: **PARTNERS ADVERTISING & MARKETING, INC.**

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of Seventy Dollars.

FROM:

RICHARD CAMP, CPA, PA

Name

4110 Southpoint Boulevard, Suite 206

Address

Jacksonville, Florida 32216

City, State, Zip

(904) 281-9924

Telephone number

FILED  
01 SEP 28 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

103 10-2-01

**ARTICLES OF INCORPORATION**  
**OF**  
PARTNERS ADVERTISING & MARKETING, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of this Corporation is: PARTNERS ADVERTISING & MARKETING, INC.

**ARTICLE II - NATURE OF BUSINESS**

To provide advertising design and all related services to the general public and business.

**ARTICLE III - CAPITAL STOCK**

The authorized capital stock of the Corporation shall be 1000 shares of common stock at a par value of \$1.00 per share.

**ARTICLE IV - TERM OF EXISTENCE**

This Corporation is to exist perpetually.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every Stockholder, 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 rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. The By-laws explain in detail the rights of shareholders in the purchase and sale of corporation stock.

## **ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial street address of the principal office is 10286 Triple Crown Avenue, Jacksonville, FL 32257 and the mailing address of the corporation is 10286 Triple Crown Avenue, Jacksonville, FL 32257. The Board of Directors may from time to time move the principal office and mailing address to any other address in Florida.

## **ARTICLE VII - DIRECTORS**

This Corporation shall have ONE (1) Director initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

## **ARTICLE VIII - INITIAL DIRECTORS**

The name and street address of the members of the first Board of Directors is:

ERIC R. FULLER  
10286 TRIPLE CROWN AVENUE  
JACKSONVILLE, FL 32257

## **ARTICLE IX - INCORPORATOR**

The name and address of the person signing these Articles Of Incorporation is:

ERIC R. FULLER  
10286 TRIPLE CROWN AVENUE  
JACKSONVILLE, FL 32256

## **ARTICLE X - SECTION 1244 STOCK**

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

**ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 4110 SOUTHPOINT BLVD, #205, Jacksonville, Florida 32216, and the name of the initial Registered agent of this Corporation at that address is RICHARD CAMP, CPA

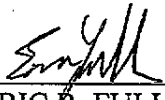

**ARTICLE XII - AMENDMENT**

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

**ARTICLE XIII - EFFECTIVE DATE**

The existence of this Corporation shall be with the filing of these Articles of Incorporation with the Secretary of State in Florida.

The undersigned has (have) executed these Articles of Incorporation this 25 day of Sept, 2001.

  
\_\_\_\_\_  
ERIC R. FULLER  
Incorporator  
  
\_\_\_\_\_  
Signature/title

**REGISTERED AGENT'S ACCEPTANCE**

The undersigned officer of the above-designated Registered Agent, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for PARTNERS ADVERTISING AND MARKETING, INC., a service corporation, a Florida Corporation, in accordance with Florida Statutes, Section 607.0501.

DATE

9/29/01

  
RICHARD CAMP, CPA  
REGISTERED AGENT

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01 SEP 28 AM 10:52  
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TALLAHASSEE, FLORIDA