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W. Richard Thoreen

Attorney & Counselor at Law

Board Certified Civil Trial Lawyer  
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December 6, 2001

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

**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

WRT/ct

Enclosures

FILED  
01 DEC 11 AM 7:34  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

D. WHITE DEC 12 2001

**ARTICLES OF INCORPORATION  
OF  
ATM CAPITAL CORPORATION**

**FILED**  
**01 DEC 11 AM 7:34**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

The undersigned, **W. RICHARD THOREEN**, acting as Incorporator 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:

**ATM Capital Corporation  
1248 Rogers Street, Suite J  
Clearwater, Florida 33756**

**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 two (2) members. Directors shall be elected in accordance with the Bylaws.

#### **ARTICLE VI**

##### **INITIAL DIRECTORS**

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

**EDWARD B. DENISON**  
1415 E. Dublin-Grandville Rd, #104  
Columbus, Ohio 43229

**RICHARD A. CORE**  
1415 E. Dublin-Grandville Rd., #104  
Columbus, Ohio 43229

## **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:

**W. RICHARD THOREEN  
Attorney at Law  
116 E. Altamonte Dr., #210  
Altamonte Springs, Florida 32701**

## **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, we, the undersigned Incorporators, have examined and executed these Articles of Incorporation on this 7th of December, 2001.

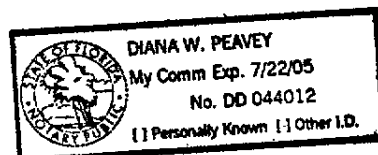
W. Richard Thoreen  
**W. RICHARD THOREEN**

**STATE OF FLORIDA  
COUNTY OF SEMINOLE**

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

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 7th day of December, 2001.

Diana W. Peavey  
Notary Public  
My Commission Expires:



**CERTIFICATE OF DESIGNATION**  
**OF**  
**REGISTERED OFFICE/REGISTERED AGENT**

FILED  
01 DEC 11 AM 7:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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:

**ATM Capital Corporation**  
**1243 Rogers Street, Suite J**  
**Clearwater, Florida 33756**

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

**W. RICHARD THOREEN**  
**Attorney at Law**  
**116 E. Altamonte Dr., #210**  
**Altamonte Springs, Florida 32701**

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: 12/2/01

  
**W. RICHARD THOREEN**