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Admitted  
Florida New York  
P02000038016

State of Florida  
Department of State  
Division of Corporations  
Attn: New Filings Section  
P.O. Box 6327  
Tallahassee, FL 34314

800005179278--8  
-04/01/02--01043--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Incorporation of Bonita Blue Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of a certificate of incorporation for filing by your Department. Also enclosed is my check for \$70.00 for filing fees.

Please call me if there is any problem with filing this certificate of incorporation. In addition, any correspondence regarding the filing the certificate of incorporation should be addressed to the undersigned.

Thank you for your cooperation.

Sincerely,



Robert G. Gargiulo

encl 3

FILED  
02 APR - 1 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

04-08-02

**ARTICLES OF INCORPORATION  
OF  
BONITA BLUE INC.**

**FILED**

**02 APR -1 PM 3: 25**

**SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

The undersigned, Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State Of Florida.

**Article 1**

The name of the Corporation shall be Bonita Blue Inc.

**Article 2**

The principal place of business and mailing address of the Corporation is 39146 Pretty Pond Road, Zephyrhills, Florida 34540.

**Article 3**

The maximum number of shares of stock that this Corporation is authorized to have outstanding is four thousand (4,000) shares of four classes of stock (1,000 each class) with no par value. Classes of stock shall be class A, class B, class C stock, and class D stock. Stock shall be issued for those activities of the corporation that are assigned to particular class. Separate dividends and distributions will be for each class of stock.

**Article 4**

The Board of Directors may authorize the issuance of all or any portion of the corporation's shares without certificates.

**Article 5**

The name and address of the initial registered agent is:

Kimberley Larabee  
21031 Little Lake Thomas Road  
Land O' Lakes, Florida 34639

The Board of Directors may from time to time move the office of the registered agent to any other address in the State of Florida.

**Article 6**

The name and address of the incorporator to these Articles of Incorporation is:

Kimberley Larabee

21031 Little Lake Thomas Road  
Land O' Lakes, Florida 34639

#### **Article 7**

The general nature of the business to be transacted by this Corporation is: to develop and operate computer web sites, commercial photography, photographic editing; and, to engage in any and all other business purposes not prohibited by the Laws of the State of Florida.

#### **Article 8**

This Corporation shall initially have one (1) director. The number of Directors may be increased or diminished from time to time according to the by-laws adopted by the Stockholders, but shall never be less than one (1).

#### **Article 9**

The name and address of the members of the initial Board of Directors are:

Kimberley Larabee  
21031 Little Lake Thomas Road  
Land O' Lakes, Florida 34639

#### **Article 10**


Every amendment must be approved by the Board of Directors, proposed by the Board of Directors to the stockholders, and at a stockholders' meeting approved by a two thirds majority of stockholders entitled to vote thereon unless all Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### **Article 11**

All shares of stock of the corporation are restricted as follows: Before any shares of stock in the corporation can be sold, transferred, including transfers upon the death of the shareholder, the shares must be first offered for sale to the corporation at their market value. The corporation shall have 10 business days in which to purchase the stock. If the stock is not purchased by the corporation, the stock must be offered for sale to the other shareholders at market value and in accordance with Article 12 below for a period of 10 business days. Upon the expiration of the offer of sale of the stock to the shareholders, the shares of stock may be sold or transferred to other parties, however this restriction will apply to subsequent transfers of the stock.



**Article 12**

This Corporation elects not to be governed by the provisions of Florida Statute 607.0901 dealing with affiliated transactions.

  
Kimberley Larabee, Incorporator

State of Florida )  
County of Manatee


On the 15<sup>th</sup> day of February 2002, before me personally appeared Kimberley Larabee, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged that she executed the same freely and voluntarily for the purposes therein contained. She is personally known to me or ~~has produced~~ \_\_\_\_\_ as identification and ~~did~~ (did not) take an oath.

**ACCEPTANCE BY REGISTERED AGENT**

Have 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.

Date: Feb. 15, 2002

  
Kimberley Larabee