



RECRUITMENT
ADVERTISING
SOLUTIONS.

PO2000038327

FILED

02 APR - 2 AM 11:46

SECRETARY OF STATE
TALLAHASSEE FLORIDA

new york
orlando
los angeles
miami
atlanta
dallas
boston
washington dc

March 26, 2002

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

Re: Domestication of G & G Advertising Inc.

900005182629--6
-04/02/02--01032--027
****137.50 ****137.50

Dear Sir or Madam:

Enclosed please find an original and one copy of the Certificate of Domestication and a check for:

Certification of Domestication	\$ 50.00
Articles of Incorporation and	
Certified Copy	\$ 78.75
Certificate of Status	\$ <u>8.75</u>
Total to domesticate and file	\$137.50

**From: Nicholas V. Trimarche
G & G Advertising Inc.
2388 Titan Row
Orlando, FL 32809
(800) 390-2892**

D. WHITE APR - 9 2002

simplify.

CERTIFICATE OF DOMESTICATION
OF G & G ADVERTISING, INC.

FILED

02 APR -2 AM 11:46

SECRETARY OF STATE
TREASURER
CLERK
ASSISTANT SECRETARY
ASSISTANT TREASURER
ASSISTANT CLERK
ASSISTANT SECRETARY OF STATE

Pursuant to Section 607.1801, Florida Statutes the undersigned hereby certifies

1. G & G Advertising, Inc. was first incorporated under the laws of the State of New York on December 29, 1992.
2. The name of the corporation prior to the execution of this certificate and, hereafter, was and is G & G Advertising, Inc.
3. The name of the corporation as set forth in its Articles of Corporation is G & G Advertising, Inc.
4. The principal place of business of the corporation under applicable law was the State of New York prior to the execution of this certificate.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was 2388 Titan Row, Orlando, Florida 32809.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to Section 607.1801.

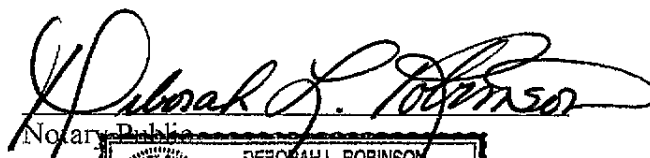
I am Nicholas V. Trimarche of G & G Advertising, Inc. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 26th day of March, 2002.




Nicholas V. Trimarche, President

STATE OF FLORIDA
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 26 day of MARCH, 2002 by Nicholas V. Trimarche (✓) who is personally known to me or () who produced _____ as identification and who did/did not take an oath.



Notary Public


ARTICLES OF INCORPORATION
OF
G & G ADVERTISING, INC.

FILED
02 APR -2 AM 11:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is G & G Advertising, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 200 shares of common stock without par value.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, 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.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2388 Titan Row, Orlando, Florida 32809, and the name of the initial registered agent of this corporation at that address is Nicholas V. Trimarche.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

NAME

ADDRESS

Edward A. Gonzalez

2388 Titan Row, Orlando, Florida 32809

ARTICLE IX - INCORPORATORS

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

NAME

ADDRESS

Nicholas V. Trimarche

2388 Titan Row, Orlando, Florida 32809

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

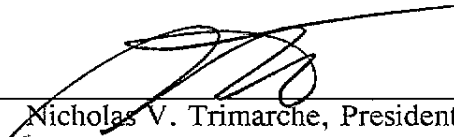
ARTICLE XIV - AMENDMENT

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

ARTICLE XV - PRINCIPAL OFFICE

The principal office address and mailing address of this corporation shall be: 2388 Titan Row, Orlando, Florida 32809.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 day of March, 2002.

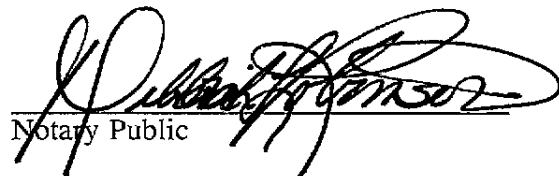

Nicholas V. Trimarche, President

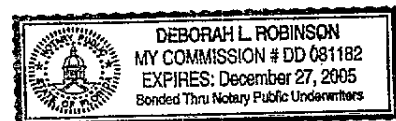
STATE OF FLORIDA :

COUNTY OF ORANGE :

SWORN TO AND SUBSCRIBED before me this 26 day of MARCH, 2002 by Nicholas V. Trimarche (☒) who is personally known to me or () who produced _____ as identification and who did/did not take an oath.

My Commission Expires:


Notary Public



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Florida Statutes the following is submitted in compliance with the requirement of designation of Registered Agent:

FIRST that G & G Advertising, Inc., desiring to domesticate under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named Nicholas V. Trimarche, located at 2388 Titan Row, Orlando, Florida 32809, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the abovestated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of law relative to keeping open said office.


Nicholas V. Trimarche

FILED
02 APR -2 AM 11:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA