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FILED

02 JUN 25 PM 2:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 17, 2002

Via Federal Express

PO2000069935

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

Re: Matter: Incorporation
Corporation: Cohesion Communications, Inc.

To Whom It May Concern:

Enclosed please find Articles of Incorporation for Cohesion Communications, Inc. and a check in the amount of \$78.75 made payable to Department of State, Division of Corporation for the filing fee and a certificate of status.

Should you have any questions in processing the enclosed, please contact our law office accordingly.

Sincerely,

Marc F. Oates, P.A.

By:


Marc F. Oates, Esq.

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Enclosures as stated

ARTICLES OF INCORPORATION
OF
COHESION COMMUNICATIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I – NAME

The name of this corporation is:

COHESION COMMUNICATIONS, INC.

ARTICLE II – PRINCIPAL OFFICE

The address of the principal office of the Corporation is **5871 20th Avenue, NW, Naples, Florida 34119** and the mailing address of the Corporation is **5871 20th Avenue, NW, Naples, Florida 34119**.

ARTICLE III - PURPOSE

The general nature of the purposes for which the Corporation is organized include the following:

- A. To engage in the business of graphic design, marketing, advertising, and publications.
- B. To engage in any lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way.
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- D. This Corporation shall have a perpetual existence.

ARTICLE IV - SHARES

The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and such shareholder shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue one hundred (100) common shares of stock.

ARTICLE V – PAR VALUE

The shares of the Corporation shall have a par value of \$1.00 per share.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is **10001 Tamiami Trail, N., Suite 119, Naples, Florida 34108**, and the name of the Registered Agent at that address is **Marc F. Oates, P.A.**

ARTILCE VII – INITIAL OFFICERS/DIRECTORS

Section 1. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws.

Section 2. The names and address of the persons who are to serve as Officers of the Corporation are as follows:

<u>Office:</u>	<u>Name:</u>	<u>Address:</u>
President	Lisa Cataldo-Absher	5871 20 th Avenue, NW, Naples, Florida 34119.
VP	Yvette Monell-Berna	4117 Dale Avenue, Naples, Florida 34112
Secretary	Yvette Monell-Berna	4117 Dale Avenue, Naples, Florida 34112
Treasurer	Lisa Cataldo-Absher	5871 20 th Avenue, NW, Naples, Florida 34119

Section 3. The names of the persons who are to serve as Directors of the Corporation are as follows:

<u>Director Name:</u>	<u>Address:</u>
Lisa Cataldo-Absher	5871 20 th Avenue, NW, Naples, Florida 34119.
Yvette Monell-Berna	4117 Dale Avenue, Naples, Florida 34112

ARTICLE VIII – INCORPORATOR

The name and address of the Incorporator is:

Marc F. Oates, P.A.
Marc F. Oates, Esq.
10001 Tamiami Trail N., Ste. 119
Naples, FL 34108

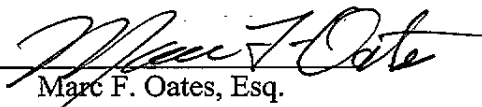
ARTICLE IX - BY-LAWS

The Officers of this Corporation shall provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporator, have hereunto set our hands and seals, this 14th day of June, 2002, for the purpose of forming this Corporation under the laws of the State of Florida.

Marc F. Oates, P.A.

By:

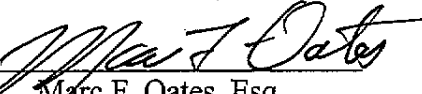

Marc F. Oates, Esq.

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this statement, 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.

Marc F. Oates, P.A.

By:


Marc F. Oates, Esq.

Its:



Date: June 14, 2002.