

EMC Paralegal Services, Inc.

FILED

02 OCT 21 AM 9:00

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ELLEN M. CLARK
Legal Asst.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Post Office Box 2051
Pompano Beach, Florida 33061

PO20000113776

October 16, 2002

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*****78.75 *****78.75

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Incorporation of POP AdMedia, Inc.

Dear Sir/Madam:

Enclosed are the fully executed Articles of Incorporation of POP AdMedia, Inc. Also enclosed is my firm check made payable to the State of Florida in the amount of \$78.75 for filing of the Articles and a certified copy of the same. Please return these documents to me at the above address.

If you have any questions, please call.

Very truly yours,



Ellen M. Clark, Legal Asst.

/erhc
Enclosures

10-23-02
[Signature]

**ARTICLES OF INCORPORATION
OF
POP AdMedia, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

NAME

The name of the Corporation is: POP AdMedia, Inc.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 1043 S.W. Willow Lane, Palm City, Florida 34990.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1043 S.W. Willow Lane, Palm City, Florida 34990, and the name of the initial registered agent of this Corporation at that address is MITCHELL SITCOV.

ARTICLE VI
BOARD OF DIRECTORS

This Corporation shall have three (3) director initially.

The number of directors may be increased or decreased from time to time by the
By-Laws. The name and address of the initial director is:

Mitchell Sitcov
1043 S.W. Willow Lane
Palm City, Florida 34990

Cathy Barclay-Sitcov
1043 S.W. Willow Lane
Palm City, Florida 34990

Ellen M. Clark
Post Office Box 2051
Pompano Beach, Florida 33061

ARTICLE VII
CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of ONE
DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders'
meetings unless the By-Laws shall make provision for some lesser percentage of
shares (but not less than 33-1/3%).

ARTICLE VIII
INCORPORATOR

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

Mitchell Sitcov
1043 S.W. Willow Lane
Palm City, Florida 34990

ARTICLE IX

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporations Act.

ARTICLE X

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XI

ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XII

INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

ARTICLE XIII

AMENDMENT


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

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 1st day of October, 2002.


MITCHELL SITCOV

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing Articles of Incorporation were acknowledged before me this
11th day of October, 2002, by MITCHELL SITCOV. He ☒ is
personally known to me, or _____ produced _____ as
identification.


NOTARY PUBLIC, State of Florida
[SEAL] ELLEN M. CLARK
Printed Name of Notary/Serial Number
My Commission Expires:



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ACCEPTANCE OF REGISTERED AGENT

02 OCT 21 AM 9:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned being named as Registered Agent to accept service of process of POP AdMedia, Inc., at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date:

• 10/11/02


MITCHELL SITCOV