

Division of Corporations

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## Florida Department of State

Division of Corporations

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To:

Division of Corporations  
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From:

Account Name : KLUGER, PERETZ, KAPLAN & BERLIN, F.A.  
Account Number : I19990000171  
Phone : (305)379-9000  
Fax Number : (305)379-3428

Attn: Evy Mardo

## FLORIDA PROFIT CORPORATION OR P.A.

Marketshare Design &amp; Advertising, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION  
OF  
MARKETSHARE DESIGN & ADVERTISING, INC.

The undersigned Incorporator, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is MARKETSHARE DESIGN & ADVERTISING, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office and the corporation's mailing address are 201 S. Biscayne Boulevard, 17<sup>th</sup> Floor, Miami FL 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$.001 per share. Holders of Common Stock are entitled to vote

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on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have pre-emptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

#### ARTICLE VI

##### INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Miami Center Registered Agents, LLC. The street address of the corporation's initial registered office is 201 South Biscayne Boulevard, 17<sup>th</sup> Floor, Miami Center, Miami, Florida 33131.

#### ARTICLE VIII

##### INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Ron J. Halperin, Esquire, c/o Kluger, Peretz, Kaplan & Berlin, P.A., 201 South Biscayne Boulevard, 17<sup>th</sup> Floor, Miami Center, Miami, Florida 33131.

#### ARTICLE IX

##### BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE X

##### INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, any officer or director of the corporation.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2<sup>nd</sup> day of December, 2002.

  
Ron J. Halperin

**CERTIFICATE OF REGISTERED AGENT OF**  
**MARKETSHARE DESIGN & ADVERTISING, INC.**

Pursuant to Section 607.0501 of the Florida Business Corporations Act, the following is submitted in compliance with said Act:

That MARKETSHARE DESIGN & ADVERTISING, INC., desiring to organize under the laws of the State of Florida with its principal office at 201 S. Biscayne Boulevard, 17<sup>th</sup> Floor, Miami, Florida 33131, County of Miami-Dade, State of Florida, has named Miami Center Registered Agents, LLC, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 2<sup>nd</sup> day of December, 2002.

MIAMI CENTER REGISTERED AGENTS,  
LLC

By: 

Ron J. Halperin, Vice President

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