

CAPITAL CONNECTION

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02/06 '03 08:55 NO.378 01/05

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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : YOUR CAPITAL CONNECTION, INC.  
Account Number : I20000000257  
Phone : (850) 224-8870  
Fax Number : (850) 224-7047

FLORIDA PROFIT CORPORATION OR P.A.

OZ DESIGN GROUP, INC.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
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FILED  
03 FEB -6 AM 7:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2-7-03  
28

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**ARTICLES OF INCORPORATION  
OF  
OZ DESIGN GROUP, INC**

03 FEB -6 AM 7:31  
SECRETARY OF STATE  
TALLAHASSEE, FL (60111)

FILED

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be **OZ DESIGN GROUP, INC.**

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**ARTICLE II**

This corporation is to have perpetual existence. The date of commencement of corporate existence shall be the date of filing.

**ARTICLE III**

This corporation is organized for the following purposes: To engage in every aspect and phase of advertising, graphic arts design, multimedia and internet web site and e-commerce development; to purchase or otherwise acquire, and to loan, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, visual media, originally produced artwork and assigned art productions in any media, including audio recordings and repertoire, computer hardware or software merchandise, real and personal property, and services, of every class, kind, and description in any manner whatsoever connected with, or associated with, the maintenance, care and operational services of an advertising agency to its clientele, the public, corporate and business associations and entities, both domestic and foreign, and the purchase, sale, maintenance, and care of equipment, inventory, and supplies pertaining to the operation of a professional art, graphics design company, and advertising agency, and to advertise and make known the services and benefits provided, and do all and everything necessary and proper for the accomplishment of any of the purposes set forth in these Articles Of Incorporation; to engage in every aspect and phase of transacting any or all lawful business, and to exercise all lawful powers necessary to effect its purposes as set forth herein.

**ARTICLE IV**

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any on time is 7,500 shares. All such shares shall be of a single class, designated as common.

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**ARTICLE V**

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

**ARTICLE VI**

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

**ARTICLE VII**

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and address is as follows:

Timothy L. Stewart (President, CEO)  
31250 S. Vine St.  
Sorrento, FL 32776

**ARTICLE VIII**

The initial registered agent of the corporation is Timothy L. Stewart. The street address of the corporation's initial registered office is 12098 NE 4<sup>th</sup> PL, Oxford, FL 34484.

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**ARTICLE IX**

The principal place of business and mailing address of this corporation shall be as follows:

Business Location & Shipping address:

Oz Design Group, Inc.  
12098 NE 4<sup>th</sup> PL, Oxford, FL 34484.

Mailing Address:

Oz Design Group, Inc.  
P.O. Box 770298  
Ocala, FL 34477

**ARTICLE X**

The name of the Incorporator to these Articles of Incorporation is **Timothy L. Stewart** and the street address is **32150 S. Vine St., Sorrento, FL 32776.**

The undersigned Incorporator has executed these Articles of Incorporation this 3rd day of February, 2003.

  
Timothy L. Stewart, Incorporator

**STATE OF FLORIDA  
COUNTY OF LAKE**

THE FOREGOING INSTRUMENT was acknowledged before me this 3rd day of February, 2003 by Timothy L. Stewart, who is personally known to me and provided proper identification.

FL DRIVER LICENSE # 1

  
Notary Public



Kelly B. Yarbrough  
My Commission OC88503  
Expires November 16, 2003

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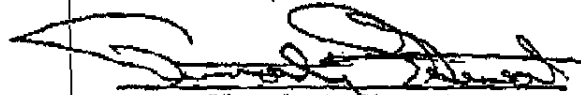
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**ACCEPTANCE OF INITIAL REGISTERED AGENT**

**OZ DESIGN GROUP, INC.**

I HEREBY ACCEPT the position as initial registered agent of this corporation at 12098 NE 4<sup>th</sup> PL, Oxford, FL 34484, its initial registered office, and I do agree to comply with all the responsibilities of a registered agent as set forth in accordance with the laws of the State of Florida.

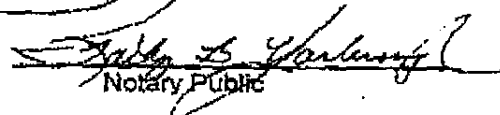
DATED as to the initial registered agent on the 3rd day of February, 2003.



Timothy L. Stewart  
Initial Registered Agent

STATE OF FLORIDA  
COUNTY OF LAKE

THE FOREGOING INSTRUMENT was acknowledged before me on February 3/2003 by TIMOTHY L. STEWART, who is personally known to me,  
FL DRIVER LICENSE #

  
Notary Public

Kathy B. Yarbrough  
My Commission CC288503  
Expires November 18, 2003

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SECRETARY OF STATE  
TALLAHASSEE, FL 32302