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## TRANSMITTAL LETTER

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

SUBJECT: RODAN MEDIA GROUP, INCORPORATED  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00      ☐ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>	

FROM: DANIEL T. PRYOR  
Name (Printed or typed)

2110 NORTHEAST 32ND COURT  
Address

LIGHTHOUSE POINT, FLORIDA 33064  
City, State & Zip

954-781-1174 OR 954-464-6808  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**RODAN MEDIA GROUP, INCORPORATED**  
**ARTICLES OF INCORPORATION**  
Prepared Pursuant to Florida Statutes § 607 and § 621

**FILED**  
04 FEB 23 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME OF CORPORATION**

Whereas the corporation, Rodan Media Group, Incorporated, shall be a for-profit corporation based in the state of Florida; and whereas this corporation shall be a company conducting business for the purpose of providing specific services for profit; and whereas the corporation shall be a company specializing in the provision of media services, as outlined hereinafter in Article VII, comes now the incorporator, Daniel Thomas Pryor, to hereby form the corporation to be named Rodan Media Group, Incorporated. The name of Rodan Media Group, Incorporated may be referred to hereinafter as "the company", "company", "the corporation" or "corporation".

**ARTICLE II. EFFECTIVE DATE OF INCORPORATION**

The effective date of incorporation for Rodan Media Group, Incorporated shall be the date of the receipt of the filing of the incorporation papers with the state of Florida.

**ARTICLE III. NAME AND ADDRESS OF INCORPORATOR**

The name of the incorporator of Rodan Media Group, Incorporated is Daniel Thomas Pryor, a legal resident of the state of Florida. The address of the incorporator is 2110 Northeast 32<sup>nd</sup> Court, Lighthouse Point, BROWARD COUNTY, Florida 33064.

**ARTICLE IV. REGISTERED AGENT**

**Section 1. Incipient Agent**

For the purposes of incorporation, the Registered Agent to receive process is Daniel Thomas Pryor, whose address is 2110 Northeast 32<sup>nd</sup> Court, Lighthouse Point, BROWARD COUNTY, Florida 33064.

**Section 2. Amending Agent**

The Board of Directors, as defined in Article VIII, may move to appoint a new Registered Agent to receive process at any time following the effective date of incorporation, by a majority vote of the board, following a motion of any member of the board to replace the registered agent.

**ARTICLE V. PRINCIPAL PLACE OF BUSINESS**

**Section 1. Addresses**

**Paragraph a. Physical Address**

Whereas Rodan Media Group, Incorporated shall be conducting the greater percentage of its business as an Internet company; and whereas the facilities for the company to conduct these transactions are based in Lighthouse Point,

BROWARD COUNTY, Florida; and whereas the company shall maintain its primary office of operation in Lighthouse Point, BROWARD COUNTY, Florida, said company shall be located at the following physical address: 2110 Northeast 32<sup>nd</sup> Court, Lighthouse Point, BROWARD COUNTY, Florida 33064.

**Paragraph b. Mailing Address**

Whereas the primary address of the company, herein defined in this article in Section 1 (a), shall serve as the primary address of the corporation, said address shall serve as the mailing address of the company, to wit: 2110 Northeast 32<sup>nd</sup> Court, Lighthouse Point, BROWARD COUNTY, Florida 33064.

**Section 2. Corporate Headquarters**

**Paragraph a. Definition**

Whereas the physical address of the corporation shall act as the primary address of the company; and whereas additional offices of operation may be established for the purpose of conducting business transactions or other vital operations for the company, the physical address of the corporation shall serve as the headquarters of Rodan Media Group, Incorporated.

**Paragraph b. Parameter of Primary Address**

Whereas the physical address of the company shall act as the headquarters for the company; and whereas additional offices of the company may be opened or established for the purpose of conducting transactions or other vital operations for the company; and whereas additional offices or establishments may have a physical address at variance with the primary physical address, or headquarters address, as defined in this article under Section 2 (a), no other address shall act as the official headquarters of Rodan Media Group, Incorporated, except as established herein or amended by the Board of Directors to be the primary physical address of the corporation.

**Section 3. Additional Offices or Satellite Offices**

**Paragraph a. Establishing Additional Offices**

Whereas it may be in the interest of the corporation to establish additional offices or addresses to conduct transactions or other vital operations on behalf of the company, additional offices may be established by the Board of Directors, only upon a majority vote of the board.

**Paragraph b. Restrictions Upon Additional Offices**

Pursuant to established procedures, as defined in this article under Section 3 (a), additional offices established for the purpose of conducting transactions or other vital operations for the company may receive official correspondence on behalf of the company, at such time as said offices are established with a physical address and mailing address. Said offices may act as an official address for Rodan Media Group, Incorporated, pursuant to the restrictions outlined in this article, under Section 2 (b).

**ARTICLE VI. PURPOSE OF CORPORATION**

## Section 1. Declaration of Capital Acquisition

### Paragraph a. Definition

Whereas Rodan Media Group, Incorporated is a for-profit corporation, said corporation shall conduct transactions for the purpose of annualized capital gains.

### Paragraph b. Purpose

Whereas capital gains are the primary objective of the corporation, for the benefit of the shareholders, the members of the Board of Directors, the Officers of the corporation and the survival of the corporation, itself, all transactions conducted on behalf of the company shall be held to the primary purpose of the company, as defined in this article, under Section 1 (a).

## Section 2. Definition of Capital Gains

### Paragraph a. Definition

Pursuant to this article, under Sections 1 (a) and 1 (b), capital gain shall be defined to mean the growth of the value of vested assets, the growth of the valuation of assets or the growth of the income of the company at a rate higher than the depreciation of assets or the growth of expenses, which shall result in an increase in the value of the corporation and/or the value of the stock in the corporation.

### Paragraph b. Parameter

For the purposes of this section, the value of the corporation shall be determined to be the net worth of the corporation, calculated by adding the total value of all assets and income, subtracting from said assets and income the total liabilities, then multiplying the result by a factor of three.

## ARTICLE VII. DEFINITION OF SERVICES

### Section 1. Primary Purpose

#### Paragraph a. Definition

Notwithstanding the establishment or acquisition of subsidiaries, as defined herein in Article X, the primary incipient services of Rodan Media Group, Incorporated shall be related to the media industry, including, but not limited to, those services defined in this article.

#### Paragraph b. Parameters

For the purposes of this section, media industry shall be those organizations, corporations, industries, individuals or other entities specifically engaged in the exchange of information or ideas via radiotelephone; radio; television; telephone; telegraph; satellite; computer; cable and print media, either periodicals or other specifically titled publications. This shall include, but not be limited to, the preparation of graphics, text, live presentation materials, animated presentation materials, live-action presentation materials, computer programming code, broadcast materials, photographs, music and motion pictures.

## Section 2. Specific Services

### Paragraph a.

Notwithstanding those services that may be required to support the specific services, as defined in this section, and those services defined in this article, under Section 1 (b), the corporation is hereby defined to provide the specific services of graphic design, for the purposes of deployment on the Internet or other computer-based applications or presentations; graphic design for the purpose of use in print media; broadcast services in the form of live or pre-recorded presentation material, for satellite transmission, cable transmission, broadband transmission, television, radio or telephone; and recording services to support those services as defined in this article, under Section 1 (b).

### Paragraph b.

The company may define additional services, as needed, to support its own operations or those services as provided in this article.

## ARTICLE VIII. OFFICERS AND BOARD OF DIRECTORS

### Section 1. Definition

#### Paragraph a. Definition of Officers

The officers of the corporation shall be members of the Board of Directors, as defined in this section.

#### Paragraph b. Titles of Officers and Board Members

The Board of Directors of the corporation shall be limited to a maximum membership of eleven (11) persons, and it shall include the following officers:

1. Chairman/Chief Executive Officer
2. First Vice-Chairman/Chief Financial Officer
3. Second Vice-Chairman/Chief Operating Officer
4. Secretary
5. Treasurer

#### Paragraph c. Occupation of Officers and Board Positions

Officer positions shall be occupied either by actual members of the Board of Directors, whether as individuals or through proxy, as required to execute the business of the corporation and for the purpose of voting.

#### Paragraph d. Naming of Incipient Officers

For the purpose of this incorporation, the incipient officers shall be named as defined in this article, under Section 6 herein.

#### Paragraph e. Naming of Additional Officers

1. Individuals

The individual members of the Board of Directors may be elected to serve as officers. Only members of the Board of Directors may be elected to serve as officers of the corporation.

## 2. Individuals Representing an Entity

Where an entity holds a position as a member of the Board of Directors, by and through an appointed representative of that entity, said representative may serve as a member of the Board of Directors.

### Paragraph f. Term/Tenure of Officers

Unless otherwise specified or determined, as provided in this part, the term/tenure of the members of the Board of Directors serving as officers shall serve a term of two (2) years from the effective date of the assumption of the respective position to which they are elected. The effective date of the assumption of said position shall be recorded by the Secretary.

### Paragraph g. Voting Rule for Removal of Officers

In the event the Board of Directors deems it necessary, a member of the Board of Directors may be removed from an officer position by a vote of no less than a two-thirds majority, or at least seven (7) members, of the Board of Directors, or by proxy when board positions are unoccupied by actual members. Officers of the Board of Directors shall have right of first proxy, for the purpose of voting under this section.

## Section 2. Function of Officers and Board Members

### Paragraph a. Chairman/Chief Executive Officer

The Chairman/Chief Executive Officer shall be responsible for enforcing these Articles of Incorporation, the votes of the Board of Directors and the operands of the First Vice-Chairman/Chief Financial Officer and the Second Vice-Chairman/Chief Operating Officer, within the parameters of these Articles of Incorporation; maintain a list of all individuals or entities that hold stock in the company; and report at regular meetings of the Board of Directors, to the Board of Directors, the names of all individuals or entities that hold stock in the corporation. The Chairman/Chief Executive Officer shall, additionally, define and execute a long-range business plan, with the Second Vice-Chairman/Chief Operating Officer, to define the service and profit goals of the corporation.

### Paragraph b. First Vice-Chairman/Chief Financial Officer

The First Vice-Chairman/Chief Financial Officer shall be responsible for the specific oversight and maintenance of the company finances; oversee the preparation of quarterly earnings reports; submit quarterly earnings reports and profit and loss statements; enforce the provisions of these Articles of Incorporation, as they relate to the capital growth and capital gains of the corporation; and prepare the annual reports required for the special meeting of the Board of Directors, as defined in this article, under Section 7 (d). The First Vice-Chairman/Chief Financial Officer shall retain a list of all individuals or entities that hold stock in the company, as prepared by the Chairman/Chief Executive Officer. The First Vice-Chairman/Chief Financial Officer shall, additionally, be responsible for receiving a report of expenses from the

Treasurer, as well as maintain a current report of revenues, as prepared by the Treasurer.

Paragraph c. Second Vice-Chairman/Chief Operating Officer

The Second Vice-Chairman/Chief Operating Officer shall be responsible for executing the regular operations of the corporation, for the purpose of fulfilling the for-profit mission of the company, within the parameters defined in Articles VI and VII. The Second Vice-Chairman/Chief Operating Officer shall be responsible for executing the purpose of the corporation within the limits of the company finances or company credit, as presented by the Treasurer in current and projected financial reports. The Second Vice-Chairman/Chief Operating Officer shall, additionally, be responsible for maintaining a report of corporate operations, mission statements and a list of subsidiary entities owned, either wholly or in part, by the corporation, for the purpose of fulfilling the for-profit mission of the corporation.

Paragraph d. Secretary

The Secretary shall be responsible for the maintenance of all corporate documents; the corporate seal; the recording of official corporate actions; including but not limited to the recording of minutes at all meetings of the Board of Directors; appointing a registered agent, in the absence of same, to be approved by the board, as defined in Article IV (2); preparing quarterly and annual reports for the Second Vice-Chairman/Chief Operating Officer, relevant to the operations of the company, to be presented at the regular meetings of the Board of Directors.

Paragraph e. Treasurer

The Treasurer shall be responsible for establishing and maintaining in good standing those operating and additional financial accounts, as may be necessary or prudent, to conduct the operation of the corporation and execute the capital gains, as defined in Article VI, for the growth of the corporation. The Treasurer shall, additionally, be responsible for defining the necessary expenses to operate the company and report same to the First Vice-Chairman/Chief Financial Officer. The Treasurer shall maintain a statement of accounts established for the operation or growth of the company; maintain a record of earnings, expenses or accounts payable, assets; accounts receivable and other vital information relevant to the financial condition of the corporation, and report same to the First Vice-Chairman/Chief Financial Officer.

Section 3. Hiring of Employees to Support Board of Directors

Notwithstanding the responsibilities of each member of the Board of Directors, as defined in this article, the Board of Directors and the Officers of the corporation may employ specialized, skilled, non-skilled or other workers as necessary to meet their needs, to fulfill the goal of the company as defined in Articles VI and VII.

Section 4. Incentives to Officers

As an incentive to serving as Officers on the Board of Directors, the Board of Directors may, at its discretion, elect to provide an incentive capital outlay to the Officers, in the form of a salary, stock, annual bonuses or any combination thereto, within the limits of the financial condition of the company, as reported by the Treasurer.

## Section 5. Membership

### Paragraph a. Minimum Requirements

Membership on the Board of Directors shall be limited to those individuals or entities who shall, collectively, hold a minimum of twenty percent (20%) of the value of all corporate stock. Additionally, individual members or members representing an entity must hold or control a minimum of 1.818% of the value of all stock in the company, in order to hold a position on the Board of Directors.

### Paragraph b. Entities

Whereas an entity may hold the minimum stock required to be named to the Board of Directors, that entity shall appoint an individual to represent that entity on the Board of Directors or to serve as an officer, as provided in this article, under Section 1 (e (2)).

### Paragraph c. Exclusions

Exclusions to this section may be compelled in the event a member of the Board of Directors is found to be violating the basic tenets of these Articles of Incorporation or has participated in the willful violation of local, state or federal laws governing corporate entities in the United States or the state of Florida or has participated in other acts specifically prohibited, as outlined herein in Article XII.

### Paragraph d. Removal from Board

Removal from the Board of Directors is not a requisite to relinquish stock in the corporation, but may be considered a factor in the hostile acquisition of said member's stock by the corporation for the purpose of corporate indemnity.

## Section 6. Names of Members of Board of Directors and Titles

### Paragraph a. Names and Addresses of Members

1. **Daniel Thomas Pryor**  
2110 Northeast 32<sup>nd</sup> Court  
Lighthouse Point, Florida 33064
2. **Randolph J. Pachuta**  
2110 Northeast 32<sup>nd</sup> Court  
Lighthouse Point, Florida 33064
3. **Steven Shires**  
1524 Northwest 3<sup>rd</sup> Avenue  
Fort Lauderdale, Florida 33311
4. **Joshua Charles Humble**  
Apartment 4  
1336 Northeast 5<sup>th</sup> Avenue  
Fort Lauderdale, Florida 33304
5. **Robert Phillip Cox, III**  
Suite 302-E  
1785 North Andrews Square

Fort Lauderdale, Florida 33311

6. **Christopher Leonard, Individually**  
Westwood One, Inc./Metro Networks, Inc.  
2970 Clairmont Road Northeast  
Suite 780  
Atlanta, Georgia 30329

7. **Kristen Diane Scallion**  
7066 Shimmering Avenue  
Henderson, Nevada 89015

Paragraph b. Titles of Members Who are Officers

1. Daniel Thomas Pryor, Chairman/Chief Executive Officer
2. Randolph J. Pachuta, First Vice-Chairman/Chief Financial Officer
3. Daniel Thomas Pryor, Second Vice-Chairman/Chief Operating Officer
4. Steven Shires, Secretary
5. Randolph J. Pachuta, Treasurer

Section 7. Required Meetings of the Board of Directors

Paragraph a. Location of Incipient Meeting

The Officers of the Board of Directors shall meet at the headquarters of the corporation, as defined in Article V (2), within ten (10) business days of the receipt of certification documents from the state of Florida. Members of the Board of Directors who are unable to physically attend the incipient meeting must be present via telephone, computer or other means of communication, for the purpose of live interface with the members of the Board of Directors physically present at the incipient meeting, or by proxy assigned to those members present at the incipient meeting.

Paragraph b. Location of Regular Meetings

The Board of Directors, at its discretion, may meet at any location desired, so long as at least one meeting per year is conducted at the headquarters of the corporation. The Board of Directors shall vote, during each session, upon the *location of the next immediate meeting.*

Paragraph c. Times for Regular Meetings

The Board of Directors must meet at least once quarterly, on dates to be defined at the meeting of the Board of Directors immediately preceding the next immediate meeting of the board.

Paragraph d. Special Meeting

The Board of Directors must meet at least once each year for the specific purpose of receiving the corporation's annual fiscal report for the previous tax year, and for the purpose of defining the corporation's fiscal goals for the following tax year. All matters requisite to the special annual meeting of the

Board of Directors must be resolved prior to the next meeting of the board, which shall be the immediate following quarterly meeting.

**Paragraph e. Location of Special Meeting**

The Board of Directors, during the required special annual meeting, must meet at the headquarters of the corporation.

**Section 8. Voting and Rules**

**Paragraph a. Parliamentary Rules Apply**

Unless otherwise amended, general rules of parliament, pursuant to the Common Law of England, apply to the Board of Directors, for the purpose of motion, second motion and voting.

**Paragraph b. Carrying a Motion**

Unless otherwise specified in these Articles of Incorporation, a majority vote of the Board of Directors shall be the only requisite to carry a motion.

**ARTICLE IX. STOCK IN CORPORATION**

**Section 1. Shares and Value**

**Paragraph a.**

Rodan Media Group, Incorporated shall be a privately-held corporation with an initial stock of 10,000 (ten-thousand) shares, to be privately traded.

**Paragraph b.**

The par value of each share of stock, at the initial private offering, shall be \$0.01, defined in United States dollars, at the effective date of incorporation.

**Paragraph c.**

The par value of stock shall remain static, for the purpose of this incorporation; however, stock value may increase upon earnings of profit, as defined hereinafter in this article, under Section 2.

**Section 2. Incremental Increase of Stock Valuation**

**Paragraph a.**

For the purposes of investment, where specific considerations have not been made by the Board of Directors, the value of each share of stock shall be calculated at a rate of twelve (12) times the earnings of the previous two (2) quarterly reporting periods, plus the net worth of the corporation, divided by the total number of shares.

**Paragraph b.**

When necessary, the Board of Directors, at its discretion, may opt to accept an artificial increase in the valuation of stock as a requisite to accepting investment

by foreign entities or specific individuals so interested in investment in the corporation.

Paragraph c.

For the purposes of this incorporation, where two previous quarterly reporting periods are not available for the determination of an incremental increase in the stock valuation, as provided in this section, the par value of stock, as defined in this article, under Section 1 (b), shall be used to determine the value of stock, plus pending accounts receivable, which may be acquired upon the effective date of incorporation of the company, within the calculation scheme provided in this section.

Section 3. Receipt of Financial Reports

The Board of Directors must prepare, through its officers, as defined in Article VIII (2), quarterly and annual reports of the fiscal condition of the company. The annual report shall be presented only during the special annual meeting of the Board of Directors, as defined in Article VIII (7).

**ARTICLE X. ACQUISITION OF ASSETS AND SUBSIDIARIES**

Section 1. Depreciable Asset Acquisition

Whereas depreciable assets, including but not limited to office equipment, computer equipment, vehicles, disposable materials for the use of same, is required to provide sufficient operational support of the corporation, for the purpose of providing the services as defined in Article VII (2), the acquisition of depreciable assets is authorized.

Section 2. Appreciable Asset Acquisition

Whereas appreciable assets, including but not limited to real property, precious metals, stocks or bonds, is required to sustain a long-term capital gain for the corporation, notwithstanding the growth of revenue from the performance of the services as defined in Article VII, the acquisition of appreciable assets, for the purpose of investment growth, is authorized.

Section 3. Acquisition of Vested Assets from Investors

For the purpose of this incorporation, the acquisition of assets, presently vested in the aegis or control of the incipient investors of the corporation, is authorized. Said acquisitions may be of depreciable or appreciable property, at the behest of the investors, themselves, for the purpose of capitalizing the company with said assets.

Section 4. Acquisition of Vested Client Base from Investors

For the purpose of this incorporation, the acquisition of a vested client base, as may be maintained by investors, from their own private, public or other business interests, is authorized. For this section, the acquisition of a specific client base, from Daniel T. Pryor, DBA Rodan Media Group, registered as a Fictitious Name with the Secretary of State of the state of Florida, registration number G02035900427, is hereby authorized to establish the incipient client base for Rodan Media Group, Incorporated. Said acquisition shall, effectively, result in the assumption of business operations of Daniel T. Pryor, DBA Rodan Media Group. At such time as the company is incorporated, Daniel T. Pryor, DBA

Rodan Media Group, will cease to exist as a business entity, where Rodan Media Group, Incorporated shall become the new business entity.

## **ARTICLE XI. DISTRIBUTION OF NET PROFITS**

### **Section 1. Company Reinvestment**

#### **Paragraph a. Growth of Solvency, Reserve Capital and Net Worth**

In keeping with the purpose of the for-profit corporation, as defined in Article VI, corporate capital growth is contingent upon continued investment, primarily as it relates to the earnings of the corporation. A minimum of quarterly net profit shall be retained by the company for the purpose of capital growth.

#### **Paragraph b. Formula for Minimum Reinvestment from Net Profit**

Whereas the company shall derive investment primarily from investment through capital gains, from revenue versus expense of the company, no less than one-tenth (1/10) of quarterly net profit shall be retained by the company for the purpose of capital gain and capital growth.

#### **Paragraph c. Formula for Maximum Reinvestment from Net Profit**

Whereas cyclical economic criteria may impel the reduction of overall net profits, at such a time as determined by a meeting of the Board of Directors, a maximum of ten-tenths (10/10) of quarterly net profit shall be retained by the company for the purpose of capital gain.

### **Section 2. Distribution of Net Profit to Shareholders**

#### **Paragraph a. Distribution Formula**

Notwithstanding the distribution of net profit for the purpose of asset and subsidiary acquisition, as authorized in Article X, for capital gain, for asset acquisition or for the use for other expenditures, those quarterly net profits not distributed pursuant to this article, under Section 1, shall be distributed annually to those individuals or entities that hold stock in the company, on a percentage basis, at a ratio of 1:1 to the percentage of stock owned by the individual or entity.

#### **Paragraph b. Reinvestment of Net Profit**

Whereas outstanding stock in the company may be available for the requisition of present or prospective shareholders, when such stock is outstanding and available, individuals or entities that hold stock in the company may elect to distribute their annual earnings distribution for the acquisition of such outstanding stock, upon a vote of the Board of Directors, or if such stock is unavailable, may retain the annual earnings in the value of their own stock, where such retention and distribution shall become part of the stockholder's existing capital investment in the company, so increasing the value of other shares of stock, whether owned or outstanding.

## **ARTICLE XII. PROHIBITED ACTS OF CORPORATION**

## Section 1. Prohibited Acts of Individuals

Individuals who serve as members of the Board of Directors, either individually, collectively or as a representative of an entity, shall not pursue any course of action or engage in any activity which is specifically prohibited by the laws of the state of Florida, the United States of America or international treaty; engage in commerce with a hostile entity, be that a corporate entity, commonwealth, state, sovereignty or organization defined by the government of the United States of America as hostile to the common welfare of the United States of America. To do so shall be cause for removal from the Board of Directors, as defined in Article VIII (1 (g)), a forfeiture of stock, and grounds to immediately report said transgression, misdemeanor or high crime to the proper investigative or enforcement authorities. Individuals may not violate any tenets of these Articles of Incorporation, any bylaw which may be adopted by the Board of Directors for the purpose of conducting the primary purpose or providing the services of the corporation or any business credo that may be enacted for same.

## Section 2. Prohibited Acts of Entities

Any entity, whether a corporate entity, commonwealth, state, sovereignty or organization of other purpose, holding sufficient stock in the company requisite to appoint a representative to serve as a member of the Board of Directors, shall not engage in any commerce with a hostile entity, as defined in this article, under Section 1, violate any tenets of these Articles of Incorporation, any bylaw which may be adopted by the Board of Directors for the purpose of conducting the primary purpose or providing the services of the corporation or any business credo that may be enacted for same.

## ARTICLE XIII. RATIFICATION AND AMENDMENT

### Section 1. Ratification

These Articles of Incorporation shall be considered ratified when signed by the incorporator, at least one additional member of the Board of Directors, as defined in Article VIII (6) and notarized by a notary of the state of Florida.

### Section 2. Amendment

These Articles of Incorporation may be amended by standard parliamentary procedure, as defined in Article VIII (8) and a two-thirds majority vote of the membership of the Board of Directors.

### Section 3. Signatures and Notary

Comes now the incorporator, Daniel T. Pryor, and Randolph J. Pachuta, a member of the Board of Directors, to affix their signatures herewith for the purpose of ratifying these Articles of Incorporation. Ratified this 19<sup>th</sup> day of February, 2004, by:

  
Daniel T. Pryor  
Incorporator  
Chairman/Chief Executive Officer

  
Randolph J. Pachuta  
First Vice-Chairman/Chief Financial Officer



2-19-2004  
Kathy Keller  
FL F.O. for Daniel Pryor  
FL Orders Receive for Randolph J. Pachuta

04 FEB 23 PM 2:5  
SECRETARY OF STATE  
ALL AMBASSADORS  
10410

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