

PD4000047104

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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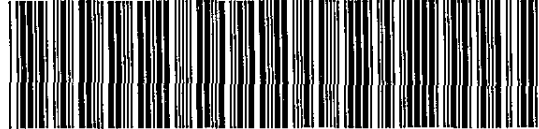
(Business Entity Name)

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✓ ADMITTED IN INDIANA  
\* ADMITTED IN TEXAS  
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† A CALIFORNIA PROFESSIONAL CORPORATION  
\* A FLORIDA PROFESSIONAL ASSOCIATION

LAW OFFICES  
**WESTON, GARROU & DEWITT**  
A PARTNERSHIP OF PROFESSIONAL BUSINESS ENTITIES  
781 DOUGLAS AVENUE  
ALTAMONTE SPRINGS, FLORIDA 32714-2566  
FAX (407) 774-6151  
(407) 389-4529

REPLY TO  
FLORIDA

PRINCIPAL OFFICE  
LOS ANGELES, CALIFORNIA  
WILSHIRE BUNDY PLAZA  
12121 WILSHIRE BLVD., SUITE 900  
LOS ANGELES, CA 90025-1176  
FAX (310) 442-0899  
(310) 442-0072

SAN DIEGO OFFICE  
432 F STREET, SUITE 202  
SAN DIEGO, CA 92101-6138  
FAX (619) 239-1717  
(619) 232-3255

March 12, 2004

**VIA FEDEX DELIVERY**

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: Ice Interactive Media, Inc.

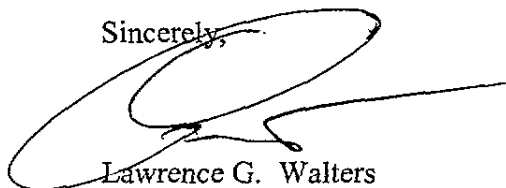
Dear Correspondent:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation and our firm's check in the amount of \$78.75 to cover the cost of the Filing Fee, Certified Copy of Charter and Registered Agent Fee.

Please return to us a certified copy of the Articles of Incorporation in the enclosed envelope.

Thank you for your cooperation in this matter.

Sincerely,



Lawrence G. Walters  
Larry@LawrenceWalters.com

LGW/lb  
Encls.

RECEIVED  
04 MAR 15 PM 3:11

**ARTICLES OF INCORPORATION  
OF  
ICE INTERACTIVE MEDIA, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of this corporation shall be Ice Interactive Media, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The address of this corporation's principal office shall be: 2801 Florida Ave., Suite 229,  
Coconut Grove, FL 33133.

**ARTICLE III. MAILING ADDRESS**

The mailing address of the corporation is: 781 Douglas Ave., Altamonte Springs, FL 32714.

**ARTICLE IV. PURPOSE**

Any and all lawful business in the State of Florida.

**ARTICLE V. INITIAL DIRECTORS**

Name:  
Angel Ordonez

Address:  
2801 Florida Ave., Suite 229  
Coconut Grove, FL 33133

**ARTICLE VI. CAPITAL STOCK**

This corporation shall have the authority to issue 1000 shares of common capital stock at a  
par value of \$1.00 per share.

**ARTICLE VII. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital  
stock of the same kind, class, or series, as that which the shareholder already holds, shall have the  
preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance  
of fractional shares) at the price at which such shares are offered to others.

## **ARTICLE VIII. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions  
Imposed By This Corporation's Articles Of Incorporation, A Copy Of  
Which Is On File At This Corporation's Principal Office."


## **ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT**

The name of the individual who shall serve as this corporation's initial registered agent and address is Lawrence G. Walters Esq., 781 Douglas Avenue, Altamonte Springs, FL 32714.


**ARTICLE X. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator are:

Lawrence G. Walters, Esq., 781 Douglas Avenue, Altamonte Springs, FL 32714.


  
Lawrence G. Walters- Incorporator

I hereby accept my designation as registered agent and agree to serve as the registered agent of Ice Interactive Media, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Ice Interactive Media, Inc.

  
Lawrence G. Walters - Registered Agent

State Of Florida  
County Of Seminole

On 3/12/04, Lawrence G. Walters, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of Ice Interactive Media, Inc.

  
Notary Public  
LISA A BROWN  
(Printed or Typed Name)

Notary Public - State of Florida  
my commission expires: 7/11/05

(SEAL)



Lisa A Brown  
My Commission DD041630  
Expires July 11 2005

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA