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**FLORIDA PROFIT CORPORATION OR P.A.**

**themaly, inc.**

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**ARTICLES OF INCORPORATION**

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ALL FLORIDA

**THEMALY, INC.**

The undersigned, acting as (a) incorporator(s) of a corporation under the Florida General Corporation Act, adopt(s) the following Articles of Incorporation:

**FIRST:** The name of the corporation shall be: **THEMALY, INC.**

**SECOND:** The period of duration of the corporation is perpetual.

**THIRD:** The purpose or purposes for which the corporation is organized are to own, operate, manage, distribute and sell Advertising and Advertising Equipment as a business permitted under the laws of the United States and of this state, and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

**FOURTH:** Authorized Shares.

Number. The aggregate number of shares of stock that the corporation shall have the authority to issue is 1000 shares of Capital Stock with a par value of \$1.00 per share.

Initial Issue. 1000 shares of the Capital Stock of the corporation shall be issued for cash at a par value of \$1.00 per share.

Stated Capital: The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

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Prepared by:  
IRVIN R. SHUPACK, ESQ.  
7471 W. Oakland Park Blvd., #102  
Lauderhill, FL 33319  
Telephone: (954) 749-7222  
Florida Bar No. 0234461

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**Dividends:** The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital Stock of the corporation.

**No classes of Stock:** The shares of the corporation are not to be divided into classes.

**No share in Series:** The corporation is not authorized to issue shares in series.

**FIFTH:** The initial street address in Florida of the initial Principal Office of the corporation is 1865 North Pine Island Road, Plantation, Florida 33322, and the name of the initial REGISTERED AGENT is FRANTZ THEARD, at 1865 North Pine Island Road, Plantation, Florida 33322.

**SIXTH:** The initial Board of Directors of this corporation shall consist of 2 members who need not be residents of the State of Florida or shareholder of the corporation.

**SEVENTH:** The names and addresses of the persons who shall serve as Officers and Board of Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified are as follows:

**FRANTZ THEARD**  
PRESIDENT/TREASURER/DIRECTOR

**OMAR CHEMALY**  
VICE PRESIDENT/SECRETARY/DIRECTOR

**EIGHTH:** The names and addresses of the initial incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
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FRANTZ THEARD	1865 N. Pine Island Road Plantation, FL 33322 954-261-9261	
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OMAR CHEMALY	1865 N. Pine Island Road Plantation, FL 33322	
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**NINTH:** An affirmative vote of a majority of the shares of the corporation shall be required for any shareholder action.

**TENTH:** The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

**ELEVENTH:** The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

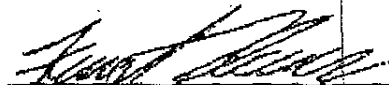
**TWELFTH:** The address of the principal office 1865 North Pine Island Road, Plantation, Florida 33322.

**THIRTEENTH:** The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

**FOURTEENTH:** This Corporation will be registering under the Sub Chapter S status.

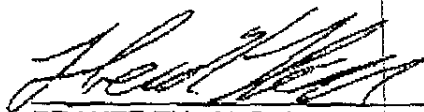
**ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT**

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.



FRANTZ THEARD, REGISTERED AGENT

IN WITNESS WHEREOF, THE UNDERSIGNED has made, and subscribed of these Articles of Incorporation at Broward County, Florida, on the 12<sup>th</sup> day of AUGUST, 2004.



FRANTZ THEARD, Incorporator

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BROWARD COUNTY, FLORIDA

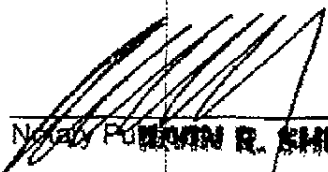

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STATE OF FLORIDA )  
COUNTY OF BROWARD ) SS:

The Foregoing Instrument, ARTICLES OF INCORPORATION, was acknowledged before me this 2<sup>nd</sup> day of AUGUST, 2004 by FRANTZ THEARD,

☒ who is personally known to me; or  
☐ who produced  
as identification; and  
☐ who did take an oath

My Commission Expires:

  
Notary Public **IRVIN R. SHUPACK**  
 Irvin R. Shupack  
MY COMMISSION # DD15504 EXPIRES  
November 21, 2006  
Print Notary Name  
NATIONAL GUARANTEE INSURANCE, INC.

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