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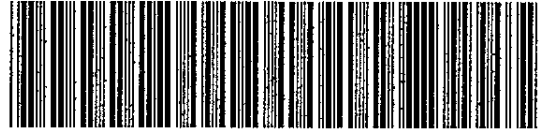
(Business Entity Name)

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DIVISION OF CORPORATIONS  
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Law Offices  
**ELLIS JAY PAILET**

Attorney & Notary  
email: eliswondr@aol.com

518 South Rampart Street  
New Orleans, LA. 70113

Office: (504) 525-0000  
Fax: (504) 525-0329

August 7, 2004

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

Re: ALLDAY MARKETING, INC.

**Enclosed are an original and two (2) copies of the articles of incorporation and a check for \$87.50 for the filing fee, a certified copy of the articles and a certificate of status.**

**Please remit this to the person and address on the letterhead.**

**I thank you for your kindness and consideration in this matter.**

**Very truly yours,**

  
**Ellis Jay Paillet**

**EJP/np  
Enc. 4**

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#### **ARTICLE I - NAME**

The name of this corporation is: **ALLDAY MARKETING, INC.**

#### **ARTICLE II - PRINCIPAL OFFICE**

5036 Dr. Phillips Blvd., Suite 205, Orlando, FL 32819

#### **ARTICLE III - PURPOSE**

The objects and purposes for which this Corporation is established, and the nature and the business to be carried on by it, is hereby declared to be the engagement of the selling and marketing of tickets for events in Florida and in any lawful business activity for which any Corporation may be formed.

#### **ARTICLE IV - SHARES**

The number of shares of stock is 10,000 shares of common stock having no par value. The said stock shall be paid for in cash or its equivalent, or may be issued for valuable consideration or in payment of property transferred to said Corporation or for labor or service performed for it. The Board of Directors shall fix the terms and conditions of sale and time for payment of all stocks sold or transferred.

The said stock of this Corporation shall be fully paid and non-assessable when issued and shall be represented by certificates.

The stock to be issued herein will be issued under the provisions of Section 1244 of the Internal Revenue Code.

#### **ARTICLE V - NAMES**

The name and post office address of the officers and directors of this

Corporation are: Jason A. Kromash – Pres. and Director

Rose Kromash – V-Pres. and Director

The address of both of the above is:

5036 Dr. Phillips Blvd., Suite 205, Orlando, FL 32819

**ARTICLE VI - Registered Agent**

The name and Florida street address of the registered agent is:

Seliena P. Kromash

5036 Dr. Phillips Blvd., Suite 205, Orlando, FL 32819

**ARTICLE VI - INCORPORATOR**

The name and Florida street address of the incorporator of this corporation is:

Jason A. Kromash

5036 Dr. Phillips Blvd., Suite 205, Orlando, FL 32819

**ARTICLE VII**

Cash, property or shares of dividends, shares issuable to shareholders in connection with a reclassification of stock, and the redemption price of redeemed shares, which are not claimed by shareholders entitled thereto within one year after the dividend or redemption price became payable, or the shares became valuable, despite reasonable efforts by the corporation to pay the dividend or redemption price or deliver the certificates for the share to such shareholders within such time, shall, at the expiration of such time, revert in full ownership to the Corporation, and the Corporation's obligation pay such dividends or redemption price, or issue such shares, as the case may be, shall there-upon cease.

## **ARTICLE VIII**

Whenever the affirmative vote of shareholders is required to authorize or constitute corporate action, the consent in writing to such action signed only by shareholders holding that proportion of the total voting power on the question which is required by law or by these Articles of Incorporation, whichever requirement is higher, shall be sufficient for the purpose, without necessity for a meeting of shareholders.

## **ARTICLE IX**

The Board of Directors of this Corporation shall consist of not less than 1 nor more than 15 Directors the exact number of Directors within such minimum and maximum limits to be fixed and determined from time to time by resolution of a majority of the full Board of Directors or by resolution of the shareholder at any annual or special meeting thereof. Unless otherwise provided by the Laws of the State of Florida, any vacancy in the Board of Directors for any reason, including an increase in the number thereof, may be filled by action of the Board of Directors.

The business and affairs of this Corporation shall be vested in and exercised by its Board of Directors, unless and until otherwise provided by the by-laws of the Corporation.

The Board of Directors shall have authority to make and alter by-laws, fix their own qualification, classifications or terms of office, and fix or increase their compensation, subject to the powers of shareholders of change or repeal the by-laws so made.

Unless or until otherwise provided in the by-laws, the Directors shall hold office

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until their successors have been duly elected and qualified, and the number, qualifications, classification, terms of office, manner of election, time and places of meetings and powers and duties of the Directors shall be as from time to time fixed by the by-laws.

Any Director absent from a meeting may be represented by any other Director, shareholder, or special agent who may cast the vote of the absent Director, according to the written instructions, general or special, of said absent Director filed with the Secretary at, or prior to, any such meeting.

The general annual meeting of the stockholders for the elections of Directors, or any special meeting of the stockholders, or the Board of Directors, shall be held at the registered office of the Corporation; and the said general annual meeting shall take place in the month of March with the first annual meeting commencing on the last day of March, 2005.

The failure from any cause whatsoever to hold the annual meeting of the stockholders or the failure to elect Directors thereat, shall not dissolve this Corporation but the Directors and Officers then in office shall remain in office until their successors have been duly qualified and installed.

#### **ARTICLE X**

Any person may be indemnified or reimbursed by the Corporation for liabilities and reasonable expenses actually incurred by such person in connection with any action, suit or proceeding, civil or criminal, to which such person is a party by reason of

the fact that such person is or was a Director, officer or employee of the Corporation or is or was serving, at the request of the Corporation or is or was serving, at the request of the Corporation or because of such person's capacity as an officer or director of the Corporation as a director or officer of any firm, corporation or organization; however, (1) that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit or proceeding as to the Corporation; and (2) that no person shall be so indemnified or reimbursed for expenses incurred or amounts paid in compromise settlement of any matter in such action, suit or proceeding except with the approval of (a) a court of competent jurisdiction, or (b) the holders of a majority of the outstanding shares of the Corporation, or (c) the Board of Directors, acting by a vote of Directors or parties to the, same or substantially the same action, suit or proceeding constituting a majority of the whole number of Directors. The Corporation may purchase and maintain insurance against its liability to indemnify any person pursuant to the proceeding sentence, and may purchase and maintain insurance on behalf of any such person against any liability asserted against such person or expense or liability incurred by such person, in, or arising out of, any capacity described in the preceding sentence whether or not such person is entitled to indemnification from the Corporation under the provisions of such sentence, provided, however, that the Corporation may not pay premiums for insurance for indemnification of any such person in respect of matters as to which such person is adjudged guilty of or liable for willful misconduct, gross neglect of duty or criminal acts. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person may be entitled as a matter of law.

## **ARTICLE XI**

No shareholder may sell, hypothecate, or transfer any of the shares of this Corporation until he has first offered any such shares or shares to the Corporation and then to the other holders of shares of the following manner:

1. Such offering shareholder shall deliver a notice in writing by mail or otherwise to the secretary of the Corporation stating the price, the terms and conditions of such proposed sale of transfer, the number of shares to be sold or transferred and his intention so to sell or transfer such shares. Within twenty (20) days thereafter, the Corporation shall have the prior right to purchase all or any full number of such shares so offered at the price and upon the terms and conditions stated in such notice. Should the Corporation fail to purchase all of such shares, at the expiration of said twenty (20) day period, or prior thereto under the determination of the Corporation to purchase none or only a portion of such shares so offered, the secretary of the Corporation shall within five (5) days thereafter mail or deliver to each of the other shareholders a notice setting forth the particulars concerning said shares not so purchased by the Corporation described in the notice received from the offering shareholder. The other shareholder shall have the right to purchase all of the shares specified in said secretary's notice by delivery to the secretary by mail or otherwise a written offer or offers so delivered to the secretary's notice, each offering shareholder shall be entitled to purchase such proportion of the shares referred to in said notice to the secretary as the number of shares of this Corporation, which he holds, bears to the total number of shares, held by all such shareholders desiring to purchase the shares referred to in said notice to the secretary.



2. If all of the shares referred to in said notice to the secretary are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share, as hereinabove provided shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all such shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

3. If none, or only a part, of the shares referred to in said notice to the secretary are purchased, as aforesaid, by the corporation or in accordance with offers made by other shareholder within said ten (10) day period, the shareholders desiring to sell or transfer may dispose of all shares of stock referred to in said notice to the secretary not so purchased by the Corporation or by the other shareholders to any person or persons he may so desire; provided, however, that in no event shall any shareholder sell, transfer, or hypothecate<sup>11</sup> any such share or shares at a price lower, or on terms more favorable to any purchaser or transferee than upon those terms and conditions specified in said notice to the secretary.

4. Notwithstanding anything contained in this Article the shareholders, or otherwise interested parties, or this Corporation may at any time, or times, enter into and contract any agreement, or agreements, further restricting the transfer of the shares of stock of this Corporation, for the purchase of its stock, or providing further or additional restrictions on the sale of the said stock of this Corporation.

5. The shares of stock are issued subject to shareholders pre-emptive rights.

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Having been named as registered agent to accept service of process for the  
above stated corporation at the place designated in this certificate, I am familiar with  
and accept the appointment as registered agent and agree to act in this capacity.

  
Signature/ Registered Agent

8-8-04  
Date

  
Signature/Incorporator

8/8/04  
Date

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