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EFFECTIVE DATE  
12-31-04

C.F. 12/28

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

SUBJECT: Advanced Business Media Inc.  
(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  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Gregory J. Mounts  
Name (Printed or typed)

5338 Avenida del Mar  
Address

Sarasota, Florida 34242  
City, State & Zip

941-448-5016  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**  
**OF**  
**ADVANCED BUSINESS MEDIA, INC.**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

**FIRST:** The name of the Corporation is **ADVANCED BUSINESS MEDIA, INC.**

**SECOND:** The principal office of the Corporation and mailing address is 2383 Tamiami Trail South, Suite B, Venice, Florida 34293.

**THIRD:** The purpose or purposes for which the Corporation is formed are as follows:

To engage in all forms of printing, publishing, graphic design and media reproduction and distribution.

**EFFECTIVE DATE**  
12-31-04

To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage, operate, and in any manner dispose of, and to aid and subscribe toward the acquisition, construction, improvement of, plants, mills, factories, works, buildings, machinery, equipment and facilities, and any other property or appliance which may appertain to or be useful in the conduct of any of the business of the Corporation.

To acquire all or any part of the goodwill, rights, property, franchises, assets, and business of any person, firm, association, or Corporation heretofore or hereinafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy, and in any manner dispose of, the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liability of any such person, firm, association, or Corporation.

To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the Corporation, and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

To acquire by purchase, subscription, or in any manner, take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of and otherwise deal in and with any shares of stock, shares, bonds, debentures, notes, mortgages, or other obligations, and any certificates, receipts, warrants, or other instruments evidencing rights or options to receive, purchase, or subscribe for the same or representing any other rights or interest therein or in any property, or assets, issued or created by any person, firm,

association, Corporation, syndicate, or by any governments or subdivisions thereof; and to possess and exercise in respect thereof any and all of the rights, powers and privileges of individual holders.

To purchase or otherwise acquire, and to hold, sell, or otherwise dispose of, and to retire and reissue, shares of its own stock, of any class, in any manner, now or hereafter authorized or permitted by law.

To charge for any services rendered, duty performed, or act done, in or concerning any of the powers of authority which may be lawfully exercised hereunder, or to settle for same in money, property, or any other thing of value.

To borrow or raise money for any of the purposes of the Corporation, and to issue bonds, debentures notes or other obligations of any nature, and in any manner permitted by law, for monies so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon by mortgage or pledge or conveyance of assignment in trust of the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, discount, or otherwise dispose of such bonds, debentures, notes or other obligations of the Corporation for its corporate purposes.

To carry out all or any part of the foregoing objects and purposes and to conduct its business in all or any of its branches in any and all States, territories, districts and possessions of the United States and in any foreign country, subject to the laws of such State, territory, district, possession, or country.

*To carry on any other business which may be deemed by the Corporation, directly or indirectly, to effect the objects, or any of them, to facilitate it in the transaction of its business, or any part thereof, or in the transaction of any other business that may be deemed directly or indirectly to so enhance the value of its property and directly or otherwise of its rights; and to have and exercise all powers conferred, by the general laws of the State of Florida and Chapter 607 and 621 of the Florida Statutes, upon corporations formed hereunder, and to exercise and enjoy all powers, rights and privileges granted to or conferred upon corporations of this character by said general laws and said Statutes, now or hereafter in force; the enumeration of certain powers, as herein specified, not being intended to exclude any such other powers, rights and privileges.*

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited to restriction by reference to, or inference from, the terms of any other clause of this or any other article of this certificate of incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

FOURTH: The total number of shares of stock of all classes which the Corporation has the authority to issue is 1,000,000 shares of common stock, with a nominal or par value of \$ .01 per share, for an aggregate capitalization of \$10,000.

FIFTH: The duration of the Corporation shall be perpetual.

SIXTH: The number of Directors constituting the initial Board of Directors of the Corporation shall be three (3), and the names of the Directors who shall act until the completion of the organizational meeting or until their successors are elected and shall qualify are:

Gregory J. Mounts, 5338 Avenida del Mare, Sarasota, Florida 34242

Irina N. Mounts, 5338 Avenida del Mare, Sarasota, Florida 34242

Craig E. Polhemus, 4601 Talbot Place, Sarasota, Florida 34241

SEVENTH: The Name and Florida Street Address of the Resident Agent of the Corporation is Gregory J. Mounts, 5338 Avenida del Mare, Sarasota, Florida 34242.

EIGHTH: The name and address of the Incorporator is:

Gregory J. Mounts, 5338 Avenida del Mare, Sarasota, Florida 34242

NINTH: The effective date of this corporation shall be December 31, 2004.

TENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Board of Directors and Stockholders:

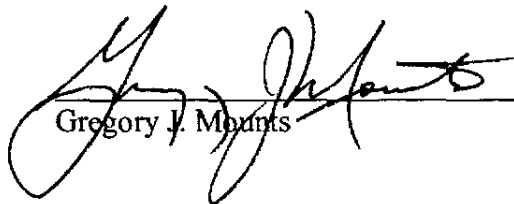
(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of stock of the Corporation, with or without par value, of any class, for such considerations as the Board of Directors may deem advisable, irrespective of the value or amount of such considerations, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors and/or officers of the Corporation is or are interested in, or is a director or officer, or are directors or officers of any such other corporation, and any Director or

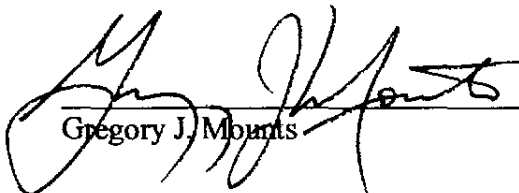
Directors, officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested; and no contract, act or transaction of the Corporation with any person, persons, firm, association, or corporation, shall be affected or invalidated by the fact that any Director or Directors, officer or officers of the Corporation is a party, or are parties to, or interested in such contract, act or transaction, or in any way connected with such person or persons, firm, association or corporations and each and every person who is or may become a Director and/or officer of the Corporation is hereby relieved from all liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be anywise interested.

ELEVENTH: The Corporation shall indemnify any and all of its Directors or Officers or former Directors or Officers or any person who may have served at its request as a Director or Officer of another Corporation in which it owns shares of capital stock, or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been Directors or Officers or a Director or Officer of the Corporation, or of such other Corporation, except in relation to matters as to which any such Director or Officer, or former Director or Officer, or person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any bylaw, agreement, vote of stockholders, or otherwise.

NOW HEREWITH, I have signed these Articles of Incorporation this 24<sup>th</sup> day of December, 2004, and I acknowledge the same to be my act.

  
Gregory J. Mounts      12/24/04  
Date

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.

  
Gregory J. Mounts      12/24/04  
Date

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