

POS000/60630

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

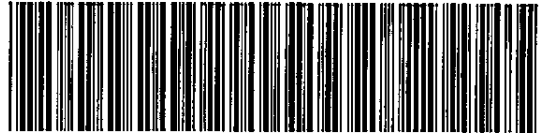
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300061897213

12/16/05 - 11:03 AM - 001150

FILED
05/02/07 PM 1:17
CLERK OF COURT
FLORIDA

✓

✓

COVER LETTER

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

SUBJECT: ON-Q MEDIA SERVICES, 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: CARLOS RIVERA
Name (Printed or typed)

5458 HOFFNER AVE. SUITE 303
Address

ORLANDO, FL 32812
City, State & Zip

407-624-4291
Daytime Telephone number

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

FILED

05 DEC -7 PM 1:18

ARTICLE I: NAME

The name of the Corporation shall be **On-Q Media Services, Inc.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II: OFFICES

The principal office of the Corporation in the State of Florida shall be located in **2322 Baker Ave., Orlando, Fl. 32833. County of Orange.** The Corporation may have such other offices, either within or without the State of Florida, as the Board of Directors may designate or as the business or the Corporation may require from time to time.

ARTICLE III: NATURE OF BUSINESS

This Corporation may engage in or transact any and all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE IV: CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 (one hundred dollars) shares of common stock having a par value of \$1.00 (one dollar) per share.

ARTICLE V: SHAREHOLDERS

SECTION 1. Annual Meeting. The annual meeting of the shareholders shall be held on the first day in the month of December in each year, beginning with the year 2006, at the hour of 6:00pm (six p.m.), for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for

the annual meeting shall be a legal holiday in the State of Florida, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting of the shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as conveniently may be.

SECTION 2. *Informal Action by Shareholders.* Unless otherwise proved by law, any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE VI: BOARD OF DIRECTORS

SECTION 1. *General Powers.* The business and affairs of the Corporation shall be managed by its Board of Directors and Officers.

SECTION 2. *Number, Tenure and Qualifications.* The number of directors of the Corporation shall be fixed by the Board of Directors, but in no event shall be less than 1 (One). The initial Board of Directors shall consist of: **Noel Fraticelli, President**, and **Orlando Rodriguez, Vice-President**. Each director shall hold office until next annual meeting of shareholders and until his successor shall have been elected and qualified.

ARTICLE VII: OFFICERS

SECTION 1. *Number.* The officers of the Corporation shall be a President, one or more Vice President, a Secretary and Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed

necessary may be elected or appointed by the Board of Directors, including a Chairman of the Board. In its discretion, the Board of Directors may leave unfilled for any period as it may determine any office except those of President and Secretary which may no be held by the same person. Officers may be directors or shareholders of the Corporation.

SECTION 2. *Salaries of the Officers.* The salaries of the officer shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the Corporation.

SECTION 3. *Checks, Draft, etc.* All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. *Deposits.* All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or to the depositories as the Board of Directors may select.

ARTICLE VIII: FISCAL YEAR

The fiscal year of the Corporation shall begin of the first day of January and end on the thirty-one of December of each year.

ARTICLE IX: CORPORATE SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words, *Corporate Seal*.

ARTICLE X: WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any shareholder or director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provision to the applicable *Business Corporation Act*, a waiver thereof in writing, signed by the person or persons entitle to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice.

ARTICLE XI: AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Director.

ARTICLE XII: INDEMNITY

The Corporation shall indemnify its directors, officers and employees as follows:

- (a) Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonability incurred by or imposed upon him in connection with any proceeding to which he may become involved, by reason of his being or having been a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation, Partnership, Joint Venture, trust agent at the time such expenses are incurred, except in such case wherein the director, officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provide that in the event of a

settlement and reimbursement as being for the best interests of the Corporation.

- (b) The Corporation shall provide to any person who is or was director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as director, officer, employee or agent of the Corporation, Partnership, Joint Venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceeding which is specifically permissible under applicable law.
- (c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provision of the Article X.

ARTICLE XIII: CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. *Contracts.* The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. *Loans.* No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

ARTICLE XIV: INCORPORATOR

The name and address of the incorporator is: **Noel Fraticelli, 2322 Baker Ave., Orlando, Fl. 32833.**

ARTICLE XV: REGISTERED AGENT

The name and address of the Registered Agent is: **Carlos J. Rivera, 5458 Hoffner Ave. Suite 303, Orlando, Florida 32812.**

ARTICLE XVI: EFFECTIVE DATE

The effective date of the Corporation shall be January 1, 2006 at 12:01 am.

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
Carlos Rivera

12/2/05
Date


Signature/Incorporator
Noel Fraticelli

12/2/05
Date