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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. WHAT'S UP DOC MARKETING, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

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**NEW FILINGS**

☒ Profit  
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☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

**Examiner's Initials**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

06 FEB  
DIVISION OF CORPORATIONS

February 23, 2006

LAZARUS

SUBJECT: WHAT'S UP DOC MARKETING, INC.  
Ref. Number: W06000009178

We have received your document for WHAT'S UP DOC MARKETING, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White  
Document Specialist  
New Filing Section

Letter Number: 206A00013053

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DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION  
OF  
what's up doc marketing, inc.**

FILED  
06 FEB 28 PM 12:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby associate themselves for the purpose of becoming a corporation pursuant to Florida Statutes 621 and 607 under the laws of the State of Florida (Florida General Corporation Act F.S. 607), as they now exist or may be amended, pursuant to the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation is:

what's up doc marketing, inc., and the principle place of business and mailing address is 11345 Hibbs Grove Place, Cooper City, Florida 33330.

**ARTICLE II**

The duration of this corporation shall be perpetual and shall commence on the date of the execution and acknowledgment of these Articles of Incorporation.

**ARTICLE III**

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Laws of the State of Florida pursuant to Florida Statutes 621 and 607. The specific nature of the corporation is a marketing company.

**ARTICLE IV**

The total authorized shares:

1. Common Shares 100 Shares valued at \$10.00 a share to Adam T. Jacobs.

2. Preferred Shares none.

3. A statement of all or any of the relative rights, preferences and limitations of the shares are as follows:

Each Shareholder is a member of the Board of Directors and elects and appoints one member as an officer of the corporation.

4. All Shares of common stock are not transferable and are restricted. The corporation has the sole option to buy back the shares at their value within 90 days of notification that a shareholder has died, has been declared incompetent, retired, or no longer wants to be associated with the corporation.

5. If a vacancy exists on the Board of Directors the shareholder that elected the prior director may appoint a director to fill the position.

#### **ARTICLE V**

The holders of the outstanding common stock shall be entitled to receive, when and as declared by a majority vote of the Board of Directors, dividends payable either in cash, in property, or in shares of common stock of the corporation.

#### **ARTICLE VI**

Every shareholder, upon the sale for cash of any new stock of this corporation of common stock, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VII**

This corporation shall have all those rights, powers and duties as delineated in Florida Statutes, Chapter 621 and 607, as it now exists or may be hereafter amended: including but not limited to any lawful purpose pursuant to the Laws of the State of Florida.

1. The address of the registered office is:  
  
11345 Hibbs Grove Place, Cooper City, Florida 33330.
2. The name of the registered agent at the registered office is:  
  
Adam T. Jacobs.

#### **ARTICLE VIII**

The names and addresses of the incorporators are as follows:

Adam T. Jacobs, 11345 Hibbs Grove Place, Cooper City, Florida 33330.

#### **ARTICLE IX**

1. The shareholders may amend these articles of incorporation by a majority vote of the shareholders. All Shareholders must be present at the meeting to have a quorum.
2. The officers of the corporation can only be removed by the director who appointed that officer.
3. The shareholders must amend the by-laws by a majority vote.

#### **ARTICLE X**

This corporation shall have one (1) Director initially. The number of the Directors may either be increased or decreased from time to time and will be reflected in the By-laws of this corporation, but shall never be less than one (1) director.

The names and addresses of the initial directors of this corporation are:

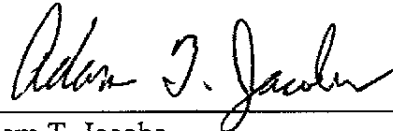
1. Adam T. Jacobs, Director, President, Secretary and Treasurer, 11345 Hibbs Grove Place,  
Cooper City, Florida 33330.

#### **ARTICLE XI**

This corporation reserves the right to repeal any provision or provisions contained in these articles of incorporation or any amendment hereto, and any right conferred on the shareholders is

subject to this reservation.

The undersigned subscribers have executed these Articles of Incorporation this 28<sup>th</sup> day of February, 2006.



Adam T. Jacobs  
Director

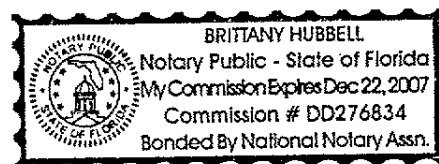
STATE OF FLORIDA     )  
                                  )  
COUNTY OF BROWARD )

Before me, the undersigned authority, personally appeared Adam T. Jacobs, and to me well known to be the person who executed the foregoing amended Articles of Incorporation and acknowledge before me according to law, that they made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and seal hereunto this 8<sup>th</sup> day of February, 2006.

  
NOTARY PUBLIC

My Commission Expires: Dec. 22, 2007



FILED

CERTIFICATE DESIGNATION (OR CHANGING) PLACE OF BUSINESS OR HOME  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapters 621 and 607 Florida Statutes, the following is submitted, in compliance with said Act:

First that, **what's up doc marketing, inc.**

Desiring to organize under the Laws of the State of Florida with its principle office as indicated in the Articles of Incorporation in the City of Cooper City, County of Broward, State of Florida, has named Adam T. Jacobs, 11345 Hibbs Grove Place, Cooper City, Florida 33330.

County of Broward, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

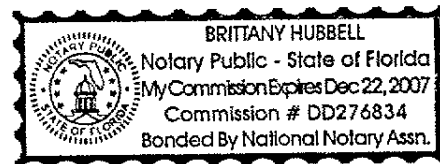
Having been named to accept service of process for the above stated professional service corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the said act relative.

*Adam T. Jacobs*

Adam T. Jacobs

Registered Agent for what's up doc marketing, inc.

STATE OF FLORIDA     )  
                                      )  
COUNTY OF BROWARD )



Before me, the undersigned authority, personally appeared Adam T. Jacobs, to me well known to be the persons who executed the foregoing and acknowledge before me according to law, that they made and subscribed the same for the purposes therein mentioned and set forth.

In witness Whereof, I have set my hand and seal hereunto this 10th day of February, 2006.

*Brittany Hubbell*  
NOTARY PUBLIC

My Commission Expires: Dec. 22, 2007