

Florida Department of State  
Division of Corporations  
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## FLORIDA PROFIT/NON PROFIT CORPORATION

Moneyclip Advertising, Inc.

Certificate of Status	1
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October 18, 2006

FLORIDA DEPARTMENT OF STATE

RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.  
Division of Corporations

SUBJECT: MONEYCLIP ADVERTISING, INC.  
REF: W06000045679

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

An effective date may be added to the Articles of Incorporation if a 2007 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6962.

Valerie Herring  
Document Specialist  
New Filing Section

FAX Aud. #: H06000254064  
Letter Number: 806A00061962

**ARTICLES OF INCORPORATION  
OF  
MONEYCLIP ADVERTISING, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I**

**NAME OF CORPORATION**

The name of this Corporation shall be:

MONEYCLIP ADVERTISING, INC.

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal office of this Corporation is: 11240 North Kendall Drive, Suite 203, Miami, Florida 33176.

**ARTICLE III**

**MAILING ADDRESS**

The mailing address of this Corporation is: 11240 North Kendall Drive, Suite 203, Miami, Florida 33176.

**ARTICLE IV**

**AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$0.01 per share. Except as otherwise required by law or as otherwise provided in these Articles of Incorporation each share of Common Stock shall be entitled to one vote per share. Subject to the rights of any outstanding class or series of capital stock ranking senior to Common Stock as to dividends, dividends may be paid upon Common Stock in cash, property or securities as and when declared by the Board of Directors out of funds legally available therefore. As and when dividends are so declared and paid, the holders of Common Stock shall be entitled to participate in such dividends ratably on a per share basis. In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of Common Stock are entitled to share ratably in the net assets, if any, remaining after payment in full of all debts

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and liabilities of the Corporation and after the holders of any outstanding class or series of capital stock ranking senior to Common Stock shall have been paid in full the amounts to which such holders shall be entitled, or an amount sufficient to pay the aggregate amount to which such holders are entitled shall have been set aside for the benefit of the holders of such senior capital stock.

#### ARTICLE V

##### ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is: 11240 North Kendall Drive, Suite 203, Miami, Florida 33176 and the initial registered agent of this Corporation at that address shall be Brian Beraha.

#### ARTICLE VI

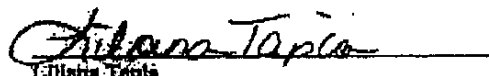
##### INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Brian Beraha and Liliana Tapia  
11240 North Kendall Drive  
Suite 203  
Miami, Florida 33176

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 17 day of October, 2006.

  
Brian Beraha  
Incorporator

  
Liliana Tapia  
Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

  
Brian Beraha, Registered Agent