

FISHER, TOUSEY, LEAS & BALL, P.C. Oct 14, 2008 8:22
Division of Corporations
PO8000092963

P. 01

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000235392 3)))



H080002353923ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : FISHER, TOUSEY, LEAS & BALL
Account Number : I19990000021
Phone : (904) 356-2600
Fax Number : (904) 355-0233

FLORIDA PROFIT/NON PROFIT CORPORATION

faze2publishing, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

J. Shivers OCT 15 2008

FILED
RECEIVED
2008 OCT 14 AM 11:12
08 OCT 14 PM 12:54
DIVISION OF CORPORATIONS

H08000235392

ARTICLES OF INCORPORATION
OF
FAZE2PUBLISHING, INC.

The undersigned, desiring to form a corporation for profit (the "**Corporation**") under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation is faze2publishing, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation in Florida are located at 304 Midway Drive, Neptune Beach, Florida 32266.

ARTICLE III
CAPITAL STOCK

(a) Authorized Shares. The total number of shares of stock that the Corporation may issue is 100,000 shares of common stock having a par value of \$0.10 per share. Each of the shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid and nonassessable.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. The Corporation elects not to have preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

FILED
2008 OCT 14 AM 11:12
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

H08000235392

(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by a written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The mailing address of the initial registered office of the Corporation is 1550 North Ellis Road, Jacksonville, Florida 32254, and the name of the initial registered agent of the Corporation at that address is Michael J. DeFazio.

**ARTICLE V
INCORPORATOR**

The name and address of the incorporator of the Corporation are:

Michael J. DeFazio
1550 North Ellis Road
Jacksonville, Florida 32254

**ARTICLE VI
DIRECTORS**

(a) Number. The Corporation shall have two (2) directors initially. The number of directors may be changed from time to time pursuant to the bylaws adopted by the shareholders.

(b) Initial Board of Directors. The name and address of the initial director of the Corporation are:

Michael J. DeFazio	1550 North Ellis Road Jacksonville, Florida 32254
--------------------	--

Paul C. DeFazio	23 Richard Street Foxboro, Massachusetts 02035
-----------------	---

(c) Indemnification. The Board of Directors is specifically authorized to provide for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

**ARTICLE VII
BYLAWS**

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by

H08000235392


H08000235392

the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE VIII
DURATION AND COMMENCEMENT**

The Corporation shall exist perpetually. The Corporation's existence shall commence on the date these Articles of Incorporation are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, the Corporation existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, these Articles of Incorporation are signed and acknowledged this 10 day of October, 2008.



Michael J. DeFazio

H08000235392

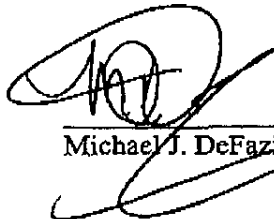
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Section 607.0501, Florida Statutes, faze2publishing, Inc., a Florida corporation (the "*Corporation*"), submits the following statement in designating the registered office/registered agent, in the State of Florida:

The Corporation has named Michael J. DeFazio, who maintains an office at 1550 North Ellis Road, Jacksonville, Florida 32254, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

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


Michael J. DeFazio

16/10/08

FILED
2008 OCT 14 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA