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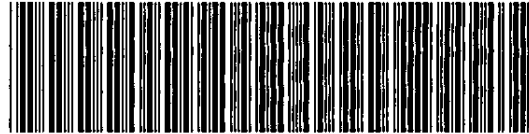
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

MRS
6/7

COVER LETTER

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

SUBJECT: EplusAdvertising, 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: Michael Stegawski, Esq.

Name (Printed or typed)

3535 Galt Ocean Drive, South Suite

Address

Fort Lauderdale, FL 33308

City, State & Zip

(866) 439-4942 x101

Daytime Telephone number

michael@globalsecuritieslaw.com

E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION
of
EPLUSADVERTISING, INC.**

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

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

ARTICLE I NAME

The name of the corporation shall be **EplusAdvertising, Inc.** (hereinafter referred to as the "**Corporation**").

ARTICLE II PRINCIPAL OFFICE

The address of the principal office and mailing address of the Corporation is 12555 Orange Drive, Davie, FL 33330.

ARTICLE III PURPOSE

The Corporation is organized for and shall be permitted to engage in any lawful business activity.

ARTICLE IV SHARES

The Corporation shall be authorized to issue capital stock consisting of an aggregate of:

- One hundred thousand (100,000) shares of Class A Common Stock (par value \$0.001);
- One hundred thousand (100,000) shares of Class B Common Stock (par value \$0.001);
- and
- One hundred thousand (100,000) shares of Preferred Stock, (par value \$0.001).

Pursuant to Fla. Stat. §607.0602, as amended, the board of directors may determine, in whole or part, the preferences, limitations, and relative rights of (i) any class of shares before the issuance of any shares of that class or (ii) one or more series within a class before the issuance of any shares of that series.

Pursuant to Fla. Stat. §607.0630, as amended, the Corporation elects to have preemptive rights.

ARTICLE V REGISTERED AGENT

The name and Florida street address of the registered agent is Christophe Despeysse, 12555 Orange Drive, Davie, FL 33330.

ARTICLE VI INCORPORATOR

The name and address of the Incorporator is Christophe Despeysse, 12555 Orange Drive, Davie, FL 33330.

ARTICLE VII INITIAL OFFICERS AND/OR DIRECTORS

The initial officers and/or directors of the Corporation shall be:

President and Chief Executive Officer: Christophe Despeysse

Director(s): Christophe Despeysse
Helene Duthoit
Eric Eva Candela

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TALLAHASSEE FLORIDA

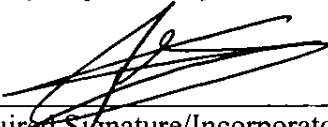
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Required Signature/Registered Agent

06/02/2011
Date

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Required Signature/Incorporator

06/02/11
Date

**CERTIFICATE OF DESIGNATION
OF
CLASS A COMMON STOCK
of
EPLUSADVERTISING, INC.**

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11 JUN -6 AM 10:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Fla. Stat. Section 607.0602

EplusAdvertising, Inc. a corporation organized and existing under the laws of the State of Florida (the "**Corporation**"), hereby certifies that the following resolution was adopted by the Board of Directors of the Corporation pursuant to Section 607.0602 of the Florida Statutes:

RESOLVED, that pursuant to the authority granted to and vested in the Board of Directors of the Corporation in accordance with the provisions of its Articles of Incorporation and Florida law, the Board of Directors hereby states the designation and amount thereof and the voting powers, preferences and relative, participating, optional or other special rights of the Corporation's Class A Common Stock and the qualifications, limitations or restrictions thereof as follows:

1. *Designation and Number of Authorized Shares in Series.* Pursuant to Article IV of the Corporation's Articles of Incorporation, there shall be a total of 100,000 authorized shares of "Class A Common Stock".

2. *Dividends.*

(a) The holders of outstanding shares of Class A Common Stock shall not be entitled to receive dividends (in cash, stock or other property) and shall not be entitled to interest, or any sum in lieu of interest, on or in respect of any dividend payment.

3. *Voting.* On all matters presented for a vote of shareholders, holders of Class A Common Stock shall be entitled to one vote for each share held.

4. *Redemption Rights.* The Class A Common Stock shall not be redeemable by the Corporation.

5. *Conversion Rights.* The holders of Class A Common Stock shall not have any right to convert such shares into or exchange such shares for any other class or series of the Corporation's capital stock.

6. *Liquidation Rights.* The holders of Class A Common Stock shall not have any right to receive distributions upon the dissolution, liquidation or winding up of the Corporation.

7. *Ranking.* The Class A Common Stock shall rank junior to the Preferred Stock of the Corporation and on parity with all classes of Common Stock.

Pursuant to the authority granted the Board of Directors under Article IV of the Articles of Incorporation, the foregoing designation was adopted on this 25th day of May, 2011.


Corporate Secretary

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11 JUN - 6 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
OF
CLASS B COMMON STOCK
of
EPLUSADVERTISING, INC.**

FILED
11 JUN -6 AM 10:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Fla. Stat. Section 607.0602

EplusAdvertising, Inc. a corporation organized and existing under the laws of the State of Florida (the "**Corporation**"), hereby certifies that the following resolution was adopted by the Board of Directors of the Corporation pursuant to Section 607.0602 of the Florida Statutes:

RESOLVED, that pursuant to the authority granted to and vested in the Board of Directors of the Corporation in accordance with the provisions of its Articles of Incorporation and Florida law, the Board of Directors hereby states the designation and amount thereof and the voting powers, preferences and relative, participating, optional or other special rights of the Corporation's Class B Common Stock and the qualifications, limitations or restrictions thereof as follows:

1. *Designation and Number of Authorized Shares in Series.* Pursuant to Article IV of the Corporation's Articles of Incorporation, there shall be a total of 100,000 authorized shares of "Class B Common Stock".

2. *Dividends.*

(a) The holders of outstanding shares of Class B Common Stock shall be entitled to receive dividends (in cash, stock or other property) when, as and if declared by the Board of Directors out of assets legally available therefore. The amount of dividends, if any, to be paid to holders of the outstanding Class B Common Stock from time to time and the dates of payment shall be fixed by the Board of Directors. Each such dividend shall be paid to the holders of record of outstanding shares of the Class B Common Stock as they appear in the books and records of the Corporation on such record date, not to be earlier than 60 days nor later than 10 days preceding the applicable dividend payment date, as shall be fixed in advance by the Board of Directors.

(b) Holders of shares of Class B Common Stock shall not be entitled to any dividends (in cash, stock or other property) other than as herein provided and shall not be entitled to interest, or any sum in lieu of interest, on or in respect of any dividend payment.

3. *Voting.* On all matters presented for a vote of shareholders, holders of Class B Common Stock shall not be entitled to vote. Without limiting the provisions set forth in the proceeding sentence, the holders of Class B Common Stock shall vote separately as a class on all matters and proposals which may, as determined by the Board of Directors, adversely alter, reduce, or affect the preferences, rights, privileges or powers of, or the restrictions provided for the benefit of the Class B Common Stock, or increase or decrease the number of authorized shares of the Class B Common Stock.


4. *Redemption Rights.* The Class B Common Stock shall not be redeemable by the Corporation.

5. *Conversion Rights.* The holders of Class B Common Stock shall not have any right to convert such shares into or exchange such shares for any other class or series of the Corporation's capital stock.

6. *Liquidation Rights.* Upon the dissolution, liquidation or winding up of the Corporation, after payment of or provision for the liabilities of the Corporation and the expenses of such dissolution, liquidation or winding up, and after any payment or distribution shall have been made on any other class or series of stock of the Corporation ranking prior to the Class B Common Stock upon liquidation, the holders of the outstanding shares of the Class B Common Stock shall be entitled to receive the balance of any assets of the Corporation available for distribution to stockholders upon such dissolution, liquidation, or winding up. Neither the sale of all or substantially all the property or business of the Corporation, nor the merger, consolidation, or combination of the Corporation into or with any other corporation or entity shall be deemed to be a dissolution, liquidation or winding up for the purpose of this Section.

7. *Ranking.* The Class B Common Stock shall rank junior to the Preferred Stock of the Corporation and on parity with all classes of Common Stock.

Pursuant to the authority granted the Board of Directors under Article IV of the Articles of Incorporation, the foregoing designation was adopted on this 25th day of May, 2011.



Corporate Secretary

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TALLAHASSEE FLORIDA